EVOLVING
THROUGH ADVERSITY

ANNUAL REPORT 2021

CAPTURING EMERGING **OPPORTUNITIES .**

When the norm is no longer the norm, the only way out is to evolve and adapt, to tirelessly innovate to be part of the new norm.

CONTENTS

This annual report has been prepared by JUMBO Group Limited (the "Company") and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

This annual report has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this annual report, including the correctness of any of the statements or opinions made or reports contained in this annual report.

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CORPORATE PROFILE

JUMBO Group Limited ("JUMBO" or the "Company", and together with its subsidiaries and subsidiary entities, the "Group") is one of Singapore's multi-dining concept food and beverage (F&B) establishments. We have a portfolio of eight F&B brands – JUMBO Seafood, NG AH SIO Bak Kut Teh, Zui Teochew Cuisine, Chao Ting, HACK IT, Slake, XINYAO Hainanese Chicken Rice and Kok Kee Wonton Noodle. We also operate four Tsui Wah Hong Kong-style "Cha Chaan Teng" outlets as a franchisee in Singapore and co-own the Singapore Seafood Republic brand which has three outlets, operated under the franchise model in Japan.

1987 marked our humble beginning with a single outlet at the East Coast Seafood Centre. In the last 34 years, we have grown and established ourselves as one of the leading F&B brands in Singapore. JUMBO has 41 F&B outlets (including those of its associated companies and those under licensing arrangements) in 11 cities in Asia – Singapore, Shanghai, Beijing, Xi'an, Fuzhou, Taipei, Seoul, Ho Chi Minh City, Bangkok, Tokyo and Osaka. As part of our strategic approach to achieve the Company's philosophy of "Bonding People Through Food", we have expanded our footprints around the region to allow food connoisseurs to enjoy our signature dishes. We also have a catering arm, serving a spread of freshly prepared delectable fares to satisfy guests' palates for all occasions. In addition, JUMBO expanded our lifestyle products range under a new brand, Love, Afare, offering packaged sauces and spice mixes for some of our signature dishes, tea, snacks and merchandise that are representative of Singapore's authentic flavours and food culture, so that our customers can relish our signature flavours in the comfort of their home, recreate and relive the fond memories forged at JUMBO.

In 2008, we established our Central Kitchen in Singapore to uphold the quality and consistency of our signature dishes, increase productivity and lower cost via centralisation of production and standardisation of operating processes, as well as facilitating the creation of new dishes and improvement of food preparation processes via our Research and Development Kitchen.

With this foundation, the JUMBO brand is now synonymous with quality dishes and services which have led to many awards, accolades and notable mentions in prestigious publications. JUMBO Seafood was awarded the Best Taste of Singapore Award by Singapore Tatler in 2021 and 2020, Food Choice Awards 2020 by Klook, Diners' Choice 2020 – Restaurant of the Year (Runner-up) and Superbrands Award (Singapore's Choice) in 2019. JUMBO Seafood outlet at Riverside Point also received the Diners' Choice 2021 – Singapore River Signatures awards. The Tasty Singapore Brand Ambassadors 2020/2021 award was another significant accolade for JUMBO Seafood and NG AH SIO Bak Kut Teh. Our signature Chilli Crab was highlighted by Lifestyle Asia as one of the best in Singapore in 2020. Separately, well-known Straits Times food critic, Wong Ah Yoke recommended JUMBO Seafood retail sambal sauce as one of the Top 5 sambal sauces fit for a queen. Packaged sauces and spice mixes of JUMBO Seafood and NG AH SIO Bak Kut Teh signature dishes are also awarded the "Made With Passion" mark in November 2020 – under a national initiative that celebrates local brands that bring to life the Singapore spirit of turning possibilities into reality.

Overseas, JUMBO Seafood was accredited with China Feast Restaurant Awards 2019/2020 – Best Asian Restaurant, Recommended Restaurants in 2020 by MEISHIGONGLUE, The Best Asian Cuisine Restaurant (2020) by GANLANHUABAO, Outstanding Southeast Asian Restaurant of the Year (2020) by that's shanghai, Best Seafood Restaurant 2020 by ShanghaiWOW and 2020 Favourite Seafood by Chope Shanghai. NG AH SIO Bak Kut Teh was also awarded 2020 Shanghai Must Eat Southeast Asian Restaurants by POP SHANGHAI.

In franchising, JUMBO Seafood won the Franchising and Licensing Awards (FLA Awards) 2019 – International Franchisor of the Year, Franchisor of the Year and Customer Service Excellence, while NG AH SIO Bak Kut Teh won the Promising Franchisor of the Year and Customer Service Excellence. We also received the Excellent Service Award from 2008 to 2019 and 5S Excellence Award by Restaurant Association of Singapore 2018. The feather in the cap in 2021 was the endorsement of our human resources processes, where JUMBO was recognized by The Straits Times as one of Singapore's Top 20 Best Employers 2021, the first among the restaurants in Singapore.

JUMBO GROUP OF RESTAURANTS

JUMBO SEAFOOD 珍宝海鲜

The Big Name in Seafood

jumboseafood
jumboseafoodsg
www.jumboseafood.com.sg
order.jumboseafood.com.sg

醉花林品潮轩
CHUI HUAY LIM TEOCHEW CUISINE
醉宇轩经典潮膳
ZUI YU XUAN TEOCHEW CUISINE

Authentic Teochew Cuisine

zuiteochewcuisine
zuiteochewcuisine
www.zui-teochewcuisine.com
order.zui-teochewcuisine.com

黄亞細肉骨茶

NG AH SIO
Bak Kut Teh

Taste of Heritage

- ngahsiobakkutteh
- ngahsio_bkt
- www.ngahsio.com
- order.ngahsio.com

國記

KOK KEE
WONTON NOODLE

A Timeless Comfort

- kokkeewontonnoodlesg
- kokkeewontonnoodlesg
- www.kokkeewontonnoodle.com.sg
- order.kokkeewantonnoodle.com.sg

潮亭 一品泡饭

CHAO TING
Teochew Pao Fan

Teochew Gourmet Bowl

- zuiteochewcuisine
- zuiteochewcuisine
- www.chaoting.zui-teochewcuisine.com
- order.zui-teochewcuisine.com

HACK IT

Hack-liciously Fun

hackitseafood
hackitseafood
www.hackitseafood.com.sg
order.hackitseafood.com.sg

Slake

Modern Southeast Asian Comfort Food

slakesingapore
slake.sg
www.slake.sg
order.slake.sg

新肴海南鸡饭 Xinyao Hainanese Chicken Rice

Hainanese Chicken Rice

www.jumbogroup.sg/Xinyao-Hainanese-Chicken-Rice

爱。食。录
LOVE, AFARE

Love Life
Love Food
Love To Share

love.afare
love.afare
www.loveafare.com.sg

翠華
TSUI WAH

The Allure of Classic
Hong Kong Flavours

tsuiwahsingapore
tsuiwahsingapore
shop.tsuiwah.com

OUR PRESENCE

Serving Authentic and Quality Singapore Flavours Across 11 Cities in Asia

SINGAPORE

JUMBO SEAFOOD
- East Coast Seafood Centre
- Riverside Point
- Dempsey Hill
- ION Orchard
- Jewel Changi Airport

NG AH SIO BAK KUT TEH
- Rangoon Road
- Chui Huay Lim Club

SLAKE
- The Riverwalk

ZUI TEOCHEW CUISINE
- Chui Huay Lim Teochew Cuisine at Chui Huay Lim Club
- Zui Yu Xuan Teochew Cuisine at Far East Square

CHAO TING
- Far East Square
- Bedok Shopping Complex

HACK IT
- JUMBO Virtual Brand

KOK KEE WONTON NOODLE
- Foch Road
- The Shoppes at Marina Bay Sands
- Toa Payoh HDB Hub
- Ang Mo Kio
- Punggol
- Jurong Point

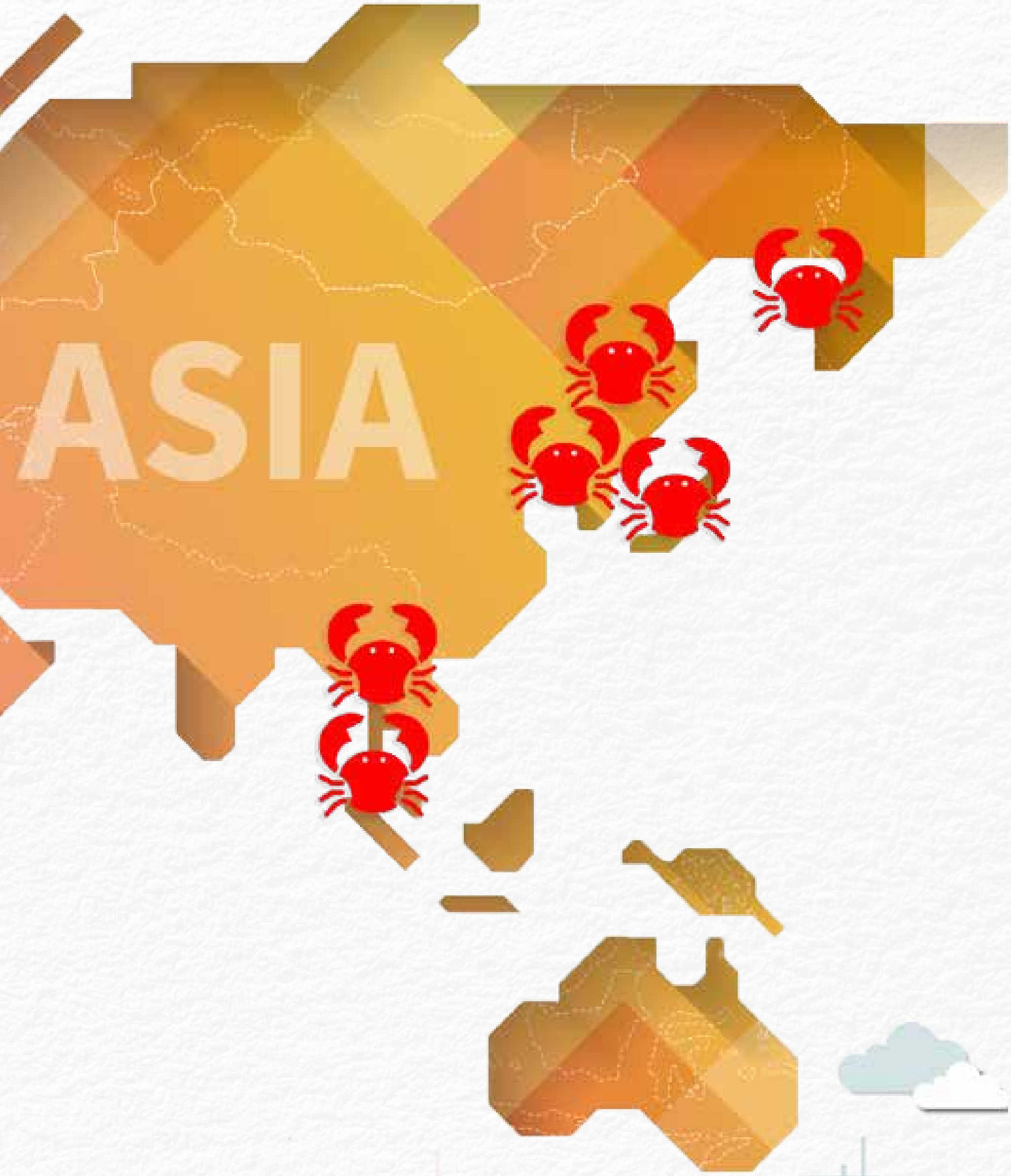
TSUI WAH
- Clarke Quay
- The Heeren
- Jem
- Jewel Changi Airport

SHANGHAI

JUMBO SEAFOOD
- Iapm
- IFC Mall
- L'Avenue

NG AH SIO BAK KUT TEH
- One ITC Mall

XINYAO HAINANESE CHICKEN RICE
- One ITC Mall



BEIJING

JUMBO SEAFOOD
- SKP Mall
- Universal Beijing Resort

FUZHOU

JUMBO SEAFOOD
- Dongbai Centre
- Rong Qiao The Bund

XI'AN

JUMBO SEAFOOD
- SKP Mall

TAIPEI

JUMBO SEAFOOD
- Shin Kong Mitsukoshi Xinyi Place

NG AH SIO BAK KUT TEH
- Shin Kong Mitsukoshi Nanxi

HO CHI MINH

JUMBO SEAFOOD
- Dong Khoi

BANGKOK

JUMBO SEAFOOD
- ICONSIAM
- Siam Paragon

SEOUL

JUMBO SEAFOOD
- Dogok Academy Plaza

TOKYO

SINGAPORE SEAFOOD REPUBLIC
- Shinagawa
- Ginza

OSAKA

SINGAPORE SEAFOOD REPUBLIC
- Daimaru Umeda

OUR MILESTONES

1987 – **OUR BEGINNING**

Flagship JUMBO Seafood Restaurant opened at East Coast Seafood Centre in Singapore

2002 – **START OF GROWTH**

Second JUMBO outlet opened at Riverside Point

2008 – **SCALING UP FOR EXPANSION**

Established JUMBO Central Kitchen

2010 – **MAIDEN M&A**

Acquired NG AH SIO Bak Kut Teh ("NASBKT")

SYMBOLIC COLLABORATION

Singapore Seafood Republic, a collaboration amongst four well-known seafood restaurant operators in Singapore, opened at Resorts World Sentosa

2011 – **VENTURING INTO AUTHENTIC TEOCHEW CUISINE**

Chui Huay Lim Teochew Cuisine opened at Chui Huay Lim Club

2013 – **OVERSEAS EXPANSION**

Flagship JUMBO Seafood restaurant opened in Shanghai

2015 – **GOING PUBLIC**

Listed on SGX Catalist

2017 – **START OF FRANCHISING**

First JUMBO Seafood franchise outlet opened in Ho Chi Minh City

2018 – **BEING A FRANCHISEE**

Brought Tsui Wah Cha Chaan Teng into Singapore

ENTRY INTO ASIA

Expansion of JUMBO Seafood outlets in Asia - Beijing, Shanghai, Xi'an, Fuzhou, Taipei, Bangkok, Ho Chi Minh City

NASBKT STEPPING OUT OF SINGAPORE

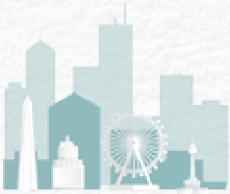
First NASBKT franchise outlet opened in Taipei

2019

– GROWTH OF NASBKT BRAND
First self-managed NASBKT outlet opened in Shanghai

BIRTH OF CHAO TING
First Chao Ting Pao Fan outlet opened in Singapore

ENTERING KOREA
First JUMBO Seafood franchise outlet opened in Seoul



LAUNCHED FIRST MODERN SOUTHEAST ASIAN FUSION CONCEPT
Slake opened at The Riverwalk in Singapore

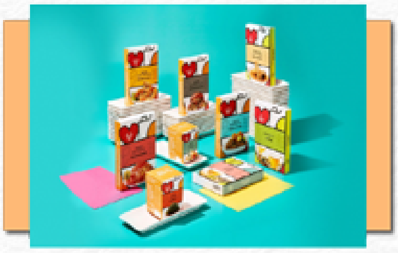
OPENING OF JUMBO SEAFOOD UNIVERSAL BEIJING RESORT
8th PRC outlet opened in Universal Beijing Resort

2020

– LAUNCH OF FIRST VIRTUAL BRAND
Birth of "HACK IT" - first virtual brand which focuses solely on takeaways and deliveries

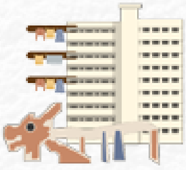
FIRST INORGANIC EXPANSION POST LISTING
Acquisition of Kok Kee Wonton Noodle in Singapore

LAUNCH OF JUMBO'S LIFESTYLE BRAND, LOVE, AFARE
JUMBO rebranded its retail portfolio arm with Love, Afare



2021

– ENTERING HEARTLANDS
Opening of Kok Kee Wonton Noodle and Chao Ting outlets in the heartlands of Singapore



2021 AT A GLANCE

The financial year ended 30 September ("FY") 2021 was a year plagued with COVID-19, where the operating environment for the F&B sector remained challenging, as travelling restrictions and safe-distancing measures continued to dampen consumer sentiments and limit dine-ins.

To navigate the uncertainties of regulations and changing consumer behaviour under a pandemic setting, JUMBO embarked on an evolution journey through adversity. The Group actively identified markets untapped by its current dominant brands and pivoted towards concepts which could address these consumer groups.

In Singapore, the Group focused on concepts which are more accessible and affordable to the general population. With the acquisition of Kok Kee Wonton Noodle in December 2020, the Group expanded the Kok Kee presence to the heartlands of Toa Payoh, Ang Mo Kio, Punggol and Jurong West within a span of six months. Standardisation of processes and centralising the production at the Central Kitchen facilitated the extension of operating hours at its flagship store at Foch Road and the swift opening of new outlets in 2021.

The Group launched the HACK IT virtual brand in December 2020, to cater to a local community who are young at heart, adventurous and want to enjoy affordable quality food at the comfort of their homes, and also introduced a second Chao Ting stall, its fast-casual concept specialising in Teochew 'Pao Fan', at Simpang Bedok in January 2021.

In May 2021, the Group opened a third Tsui Wah outlet in Jem, Jurong East. This was a milestone establishment, marking the Group's first footprint in the west side of Singapore in more than a decade. In October 2021, a fourth Tsui Wah outlet opened in Jewel Changi Airport, catering to customers on the east side of Singapore. With the Heeren outlet which re-opened in November 2021, the Group now has four Tsui Wah outlets across Singapore.

In June 2021, the Group launched a new lifestyle brand, Love, Afare, which marked the Group's efforts to revamp and expand its retail portfolio, offering authentic local flavours and Singapore culture in a "bring-home" format. The brand's ideology is to allow JUMBO fans to relish our signature flavours, recreate the same experiences, and relive the fond memories forged at JUMBO. Starting with a range of JUMBO signature premix pastes and condiments, the brand has since introduced new range of products, including teas, snacks and merchandise which boast a young, modern and lively look, targeting an audience who Love Life, Love Food and Love to Share. Outside Singapore, we continued the expansion of JUMBO network. Through its respective franchise partners, a second JUMBO Seafood outlet was opened at Siam Paragon in Bangkok, while a second JUMBO Seafood restaurant in Fuzhou was opened in December 2020 and is strategically located at Rong Qiao The Bund with a panoramic view of the Minjiang River. In September 2021, JUMBO Seafood opened at the widely-anticipated theme park destination, Universal Beijing Resort, bringing the number of JUMBO Seafood restaurants across Asia to a total of 18.

Besides tirelessly innovating to create new concepts to meet the changing environment, the Group was also proactively optimising its cost base and strengthening its capabilities. The Group implemented a new Enterprise Resource Planning ("ERP") system, designed and onboarded a new learning and development programme and re-engineered various processes, all aimed to improve efficiencies, enhance data analytics for better business decision making, and to offer our customers a better dining experience.

Despite the challenges that the COVID-19 pandemic has put us through, the theme for Annual Report 2021 – Evolving through Adversity, portraits JUMBO's determination to stay nimble and relevant to the changing market to create a sustainable business.

AWARDS AND ACCOLADES

Best Taste of Singapore 2021/2020
JUMBO Seafood

Diners' Choice 2021 – Singapore River Signatures
JUMBO Seafood (Riverside Point)

DIANPING MUST-TRY RESTAURANT 大众点评必吃榜 2021
JUMBO Seafood (iapm)

Singapore's Top 20 Best Employers 2021
JUMBO Group of Restaurants

Tasty Singapore Brand Ambassadors 2020/2021
JUMBO Seafood and NG AH SIO Bak Kut Teh

Food Choice 2020
JUMBO Seafood

Best Seafood Restaurant 2020
JUMBO Seafood

Diners' Choice 2020 – Restaurant of the Year (Runner-up)
JUMBO Seafood

China Feast Restaurant Awards 2019/2020, Best Asian Restaurant
JUMBO Seafood

Superbrands Award (Singapore's Choice) 2019
JUMBO Seafood

MESSAGE FROM CHAIRMAN AND GROUP CHIEF EXECUTIVE OFFICER

"The Group had to rapidly **EVOLVE**, to deepen our presence in the markets we operate in, particularly Singapore, our home base and biggest market."

Dear Shareholders,

Looking back on FY2021, it was indeed a rough year for the F&B industry. COVID-19 continued to be detrimental to our way of life, businesses and global economies, making this FY2021 the most difficult and challenging since the Group incepted in 1987.

Year in Review

We started the year hoping that things would be more optimistic by year-end. Unfortunately, the environment remained depressed due to the Delta variant. COVID-19 had almost effectively reduced global travel to non-existent. Coupled with safe-distancing measures and dine-in restrictions, the Group's dominant brands, namely JUMBO Seafood and Zui Teochew Cuisine, which are predominantly communal sharing concepts and popular with larger social groups, were badly affected. Footfall and revenue at these restaurants fell significantly. Recognising that the borders may remain close for some time, the Group reviewed and consolidated our network, closing three outlets located in the tourist belt, namely JUMBO Seafood at The Riverwalk and both Ng Ah Sio Bak Kut Teh ("**NASBKT**") and Singapore Seafood Republic at Resort World Sentosa.

The Group had to rapidly evolve, to deepen our presence in the markets we operate in, particularly Singapore, our home base and biggest market. We had to re-channel our existing resources, enhance our operational competencies and leverage on our strong brand equity to address untapped local market via newer concepts which are more appealing under such an operating environment.

We launched HACK IT, a virtual brand for takeaways and deliveries, acquired Kok Kee Wonton Noodle and expanded its footprint to various parts of Singapore, added one new Chao Ting outlet, and introduced our lifestyle brand, Love, Afare, which marked our entry into the fast-moving consumer goods market. We hope that these initiatives will help us capture a larger market share and entrench ourselves in the daily lives of the locals.

The Board of Directors ("**Directors**" or "**Board**") and management volunteered to stay on reduced directors' fees and salaries. As business slowed, we also saw an opportunity to accelerate the Group's digitalisation journey to future-proof ourselves. We overhauled our Enterprise Resource Planning ("**ERP**") system in a short span of six months. In the process, we strengthened our controls, re-designed processes for better efficiencies and improved data collection for future analysis and decision making. We also invested in building up human capital via a refresh of our learning and development framework.

Despite efforts to shift gears on the business front, the Group's revenue for FY2021 remained suppressed. Coupled with overheads such as rental and manpower expenses and further aggravated by lower subsidies and rebates from the Singapore Government and landlords, the Group recorded a net loss for FY2021.

Dividends

As the Group continued to incur losses due to the challenging operating environment, the Board will not be recommending any final dividend for FY2021. Liquidity will be conserved to support working capital requirements and carefully assessed growth investments and developments.

Going Forward

Moving into FY2022, COVID-19 will undoubtedly continue to impose uncertainty on our operating environment. Pressure on the bottom line will persist, with the Singapore Government's support such as the Jobs Support Scheme tapering off, landlords' rental rebates declining or ceasing, and meaningful cost optimisation efforts maximised.

However, we are cautiously optimistic that the situation might be bottoming out due to various bright spots:

- The Singapore Government's stance in differentiating vaccinated and unvaccinated individuals, and the rollout of booster jabs which might signal a possibility of (i) normalisation of dining in conditions for the vaccinated given the high vaccination rates of the Singapore population and (ii) the removal of work-from-home as the default for vaccinated individuals, thus allowing a faster pace of relaxation of COVID-19 regulations and opening of the economy;
- With the introduction of the Vaccinated Travel Lane ("VTL") scheme in Singapore and the steady expansion of countries under the scheme, a gradual return of tourist flow could be in the pipeline; and
- COVID-19 fatigue and the increasing need to restore the health of economies of countries are accelerating the speed of reopening their borders, which should stimulate the recovery of tourism in Singapore.

Meanwhile, we are cognizant that it will take time for the above effects to trickle down to a positive impact on our business. With existing social distancing measures and dine-in restrictions still in place, we acknowledge the limit of the upside potential of full-service restaurants. Hence, we will continue to focus on concepts which are casual and fast moving, in the likes of Kok Kee Wonton Noodle and Tsui Wah, and Love, Afare, to offer retail products suitable for stay home cooking and dining.

To expand our consumer base beyond the current anchor mass affluent seafood lovers, we have also just added a new innovative western-asian fusion concept, Slake, in December 2021 at The Riverwalk, to appeal to a younger audience or smaller families with more affordable per head spend. The hoarding board at Marina Bay Sands has also revealed the Group's latest JUMBO Signatures brand, a fine dining concept, which targets food connoisseurs, by providing refined quality food coupled with a modern dining experience. The outlet is slated to open its doors in mid-January 2022.

Separately, the Group's next biggest market, the People's Republic of China ("PRC") has recovered to pre-COVID-19 norms, in terms of consumer sentiments and business volume. With the addition of the new outlet strategically located in Universal Beijing Resort, we are excited about gaining greater recognition and publicity amongst both locals and travellers. For Taiwan, the focus for FY2022 would be to improve the profitability of the JUMBO Seafood outlet in Taipei, as we consolidate our attention and resources back to the single outlet, while exploring to open a second outlet in the city to reap synergies and economies of scale.

Our franchisees, particularly in Ho Chi Minh City, Bangkok and Fuzhou, are doing well amidst the challenging macro backdrop. We will continue to explore franchise expansion in Vietnam, Cambodia, Sri Lanka and second tier cities in the PRC.

With our new ERP system, we are looking to reap the benefits from the wealth of data collected to facilitate business planning, decision making and execution, to reduce wastages in production and lower inefficiencies in processes. Together with our revamped training programme and platforms, we believe our team at JUMBO is poised to emerge stronger and serve better.

Looking ahead, we are convinced that once the Singapore Government starts to materialise its plans on gradual reopening of borders and relaxation of the social-distancing measures, footfall and sales volumes will return to the Group's key concepts. With our relatively healthy balance sheet and liquidity position, we are confident of sustaining all our business operations and will continue to pursue areas of growth opportunistically and cautiously to enhance our earnings and diversify our revenue streams.

Acknowledgement

In closing, we would like to thank our dedicated staff for their understanding on all the difficult decisions the Management has made, and for staying through all the changes implemented during the year.

To all our business partners, we would like to express our appreciation for your support and trust in us. And to our customers, your unwavering loyalty has been the key motivation for us to push on.

Lastly, to our shareholders, thank you for believing and standing by us. We are committed to ride through this storm with the same promise of good food and good service, as always.

TAN CHER LIANG
INDEPENDENT NON-EXECUTIVE CHAIRMAN

ANG KIAM MENG
GROUP CEO AND EXECUTIVE DIRECTOR

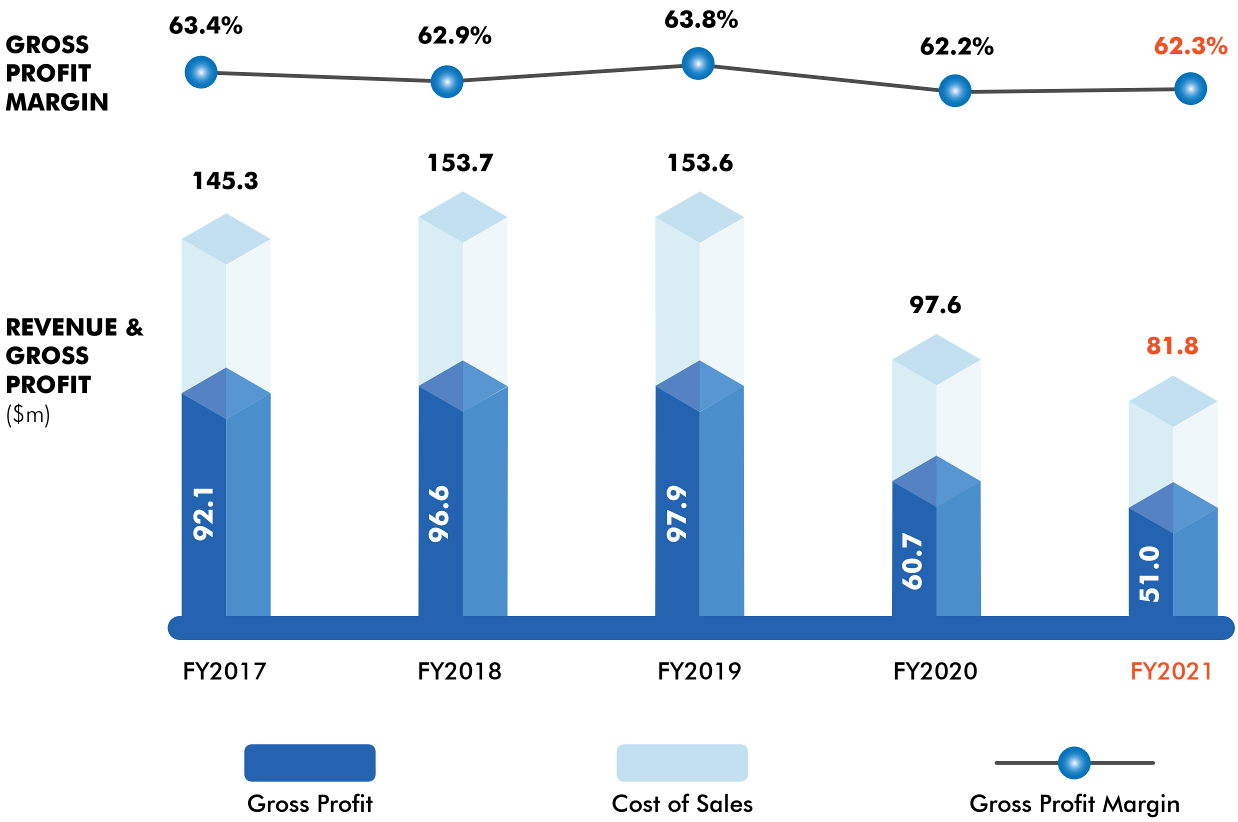
FINANCIAL HIGHLIGHTS

FY2021 REVENUE
$81.8m
(FY2020: $97.6m)
Down 16.2% YoY

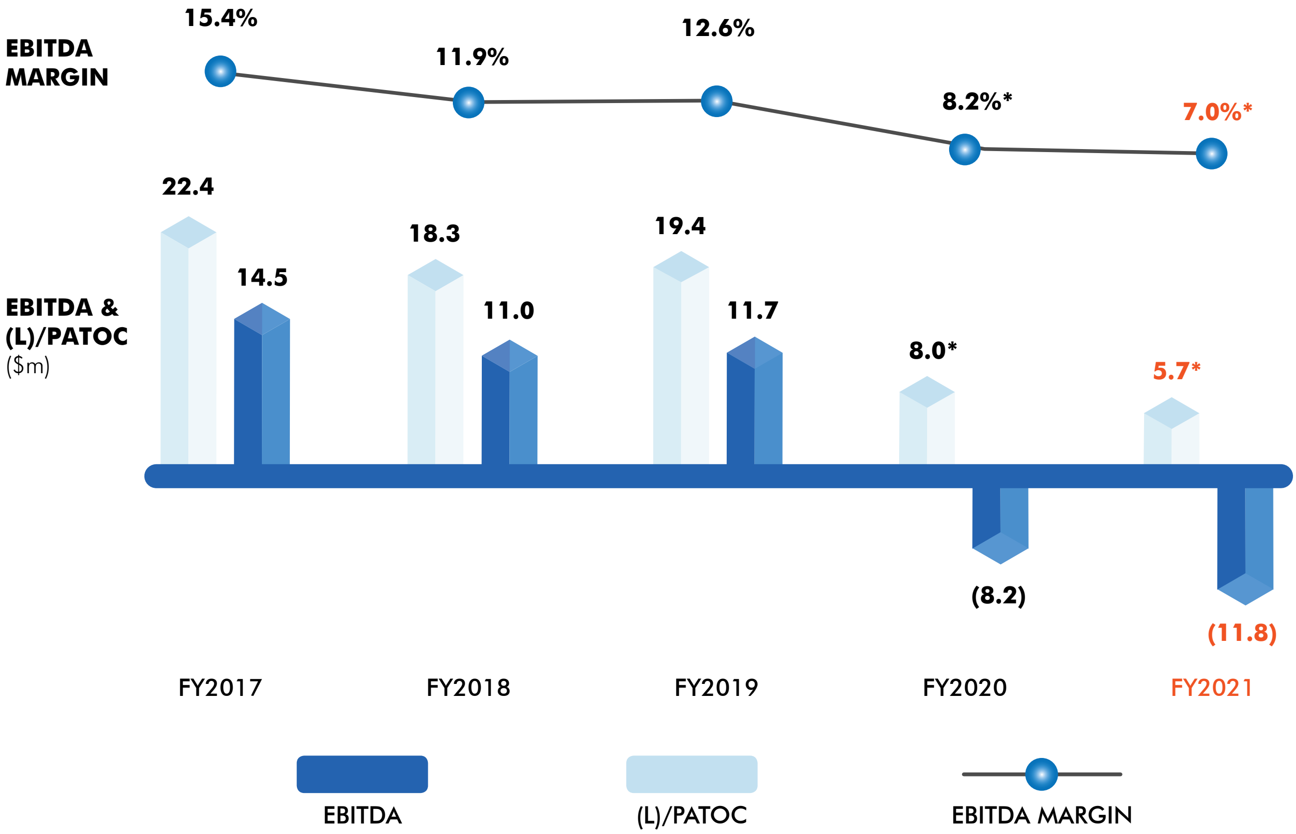
FY2021 GROSS PROFIT
$51.0m
(FY2020: $60.7m)
Down 16.1% YoY

FY2021 LATOC[1]
$11.8m
(FY2020: $8.2m)
Up 44.0% YoY

FY2021 EBITDA[2]
$5.7m
(FY2020: $8.0m)
Down 28.3% YoY



1. LATOC: Loss attributable to owners of the Company
2. EBITDA: Earnings before interest, taxes, depreciation and amortisation



$'000	FY2017	FY2018	FY2019	FY2020	FY2021
Revenue	145,303	153,690	153,631	97,573	**81,790**
Profit/(Loss) before tax	17,819	13,493	13,951	(9,974)	**(14,885)**
Profit/(Loss) for the year	15,040	10,617	10,855	(9,870)	**(11,195)**
Net profit/(loss) attributable to:					
Owners of the Company	14,472	11,022	11,668	(8,169)	**(11,764)**
Non–controlling interests	568	(405)	(813)	(1,701)	**569**
	15,040	10,617	10,855	(9,870)	**(11,195)**
Basic and diluted earnings/(loss) per share (cents)	2.3	1.7	1.8	(1.3)	**(1.8)**

* EBITDA and EBITDA margin for FY2021 and FY2020 are not directly comparable against FY2016 - FY2019 due to the adoption of SFRS(I)16, effective from 1 October 2019.

REVIEW OF THE GROUP'S PERFORMANCE

Revenue

With the COVID-19 pandemic looming over the global economy for the whole of this financial year, our Group's revenue declined 16.2% or $15.8 million, from $97.6 million for the financial year ended 30 September 2020 ("FY2020") to $81.8 million for the financial year ended 30 September 2021 ("FY2021").

The Group had the benefit of pre-COVID revenue and profitability in the first quarter for FY2020 and this had helped in mitigating the financial performance for FY2020. For FY2021, however, particularly for Singapore, the Group's biggest market, the operating environment remained tough and challenging. With the rise of the Delta variant, the country implemented "Phase 3 Heightened Alert" COVID-19 re-opening measures on 8 May 2021, subsequently the country imposed additional restrictions under "Phase 2 Heighted Alert" from 16 May 2021, and rotated between the two phases which were existing as of end of FY2021. To the F&B sector, it resulted in a repeated cycle of no dine-in and 2 pax dine-in cap, reducing the footfall and total spend per check and further worsening the negative impact brought about by the lowered capacity of outlets attributed to the existing safe distancing measures. Coupled with the tight border controls and the default work-from-home arrangements, which were still enforced as at end of FY2021, these naturally led to lacklustre business at our full-service restaurants.

With the apparent long-drawn journey to recovery, the Group had undertaken an exercise during this financial year to rationalise our network, to conserve our resources for growth in the future. In Singapore, we ceased operations for three outlets located in the tourist belt, namely JUMBO Seafood at The Riverwalk and both Ng Ah Sio Bak Kut Teh ("NASBKT") and Singapore Seafood Republic at Resort World Sentosa. On a positive note, starting with the addition of the Kok Kee Wonton Noodle Foch Road outlet to our Group in December 2020, the brand's footprint in Singapore has been steadily increasing. We converted the NASBKT outlet at Marina Bay Sands into a Kok Kee Wonton Noodle outlet in May 2021 and added another new Kok Kee Wonton Noodle outlet in Toa Payoh in June 2021. We introduced the HACK IT virtual brand in December 2020 and added one Chao Ting Pao Fan stall at Bedok in January 2021. These initiatives demonstrated our efforts in pivoting towards day-to-day fast casual concepts, catered to smaller groups with more affordable per head spend, away from the full-service communal dining concepts, which are less viable under such a restricted dining-out environment. Despite efforts to shift gears, the shortfall in revenue from our key brands was too huge to be bridged. Consequentially, revenue from our Singapore operations decreased by 36.5% or $25.4 million to $44.2 million in FY2021.

Outside Singapore, the PRC Government had the pandemic under control and domestic spending has been healthy. We added a new JUMBO Seafood outlet within the much-anticipated Universal Beijing Resort ("UBR") in September 2021, and also saw revenue from our PRC operations improved by 50.1% or $10.6 million to $31.8 million in FY2021. Taiwan, on the other hand, had a roller coaster ride. Relatively unscathed in the first half of FY2021, things went rapidly downhill from May 2021, when a sudden outbreak of COVID-19 led to dining restrictions in the last 5 months of FY2021, affecting our operations. Struggling with the sustained muted footfall for our Taichung JUMBO Seafood outlet, we ceased operations for this outlet when the lease ended in September 2021. As a result, business performance was significantly weaker in the second half of FY2021, leading to a year-on-year decline of 14.0% or $0.9 million in revenue from our Taiwan operations to $5.8 million in FY2021.

Cost of sales

Cost of sales, which comprised raw materials and consumables, decreased by 16.3% or $6.0 million, from $36.8 million in FY2020 to $30.8 million in FY2021, in line with the decrease in revenue.

Gross profit

Gross profit narrowed to $51.0 million in FY2021, a decline of 16.1% or $9.8 million. However, gross profit margin improved slightly to 62.3% in FY2021 from 62.2% in FY2020, as the Group stabilised its cost of purchases and marketing and promotional efforts.

Other income

Other income decreased by $4.6 million, from $10.6 million in FY2020 to $6.0 million in FY2021. This was primarily attributed to the lower Jobs Support Scheme granted by the Singapore Government in view of the COVID-19 pandemic, which amounted to $3.3 million in FY2021 versus $6.2 million in FY2020. In addition, the Group received lower property tax rebates and rental rebates and concessions which amounted to $1.7 million in FY2021 compared to $2.5 million in FY2020. With the closure of non-performing outlets, namely NASBKT outlet in Resort World Sentosa and JUMBO Seafood outlet in Taichung, the Group registered a loss of $0.4 million on property, plant and equipment written off.

Employee benefits expenses

Employee benefits expenses fell by 9.3% from $38.5 million in FY2020 to $34.9 million in FY2021, mainly due to the reduction in headcount of approximately 46 staff on the back of natural attrition. Though consolidation efforts of outlets and manpower have been optimised, bench strength was much under-utilised due to the oscillating COVID-19 regulations, which resulted in the less than proportionate decline in employee benefits expense, compared to the fall in revenue.

Operating lease expenses

Operating lease expenses declined by 68.8% or $2.4 million, from $3.5 million in FY2020 to $1.1 million in FY2021, as there were fewer short-term leases and minimal variable rent in FY2021.

Utilities expenses

Utilities expenses decreased by 8.0% or $0.2 million, from $3.1 million in FY2020 to $2.9 million in FY2021, mainly due to lower utility usage during the no dine-in and restricted dine-in periods in FY2021.

Depreciation and amortisation

Depreciation expense for property, plant and equipment for FY2021 remained relatively unchanged from FY2020 at $6.7 million.

Depreciation expense for right-of-use assets increased by 22.1% from $10.4 million to $12.7 million mainly attributable to the new lease on the new JUMBO Seafood outlet in UBR and the renewed lease for the JUMBO Seafood outlet in IFC Mall Shanghai.

Interest expense

Interest expense for leases increased by 25.2% or $0.2 million from $0.8 million in FY2020 to $1.0 million in FY2021, mainly due to new JUMBO seafood outlet in UBR and the renewed lease for the JUMBO seafood outlet in IFC Mall Shanghai.

Interest expense for loans increased mainly due to new temporary bridging loans of $14.2 million drawn down for working capital during FY2021.

Impairment loss recognised on financial assets

Impairment loss recognised on financial assets of $2.3 million in FY2020 was mainly related to the write-off of loans to the Group's associated company in Korea. There was no such impairment loss incurred in FY2021.

Impairment loss recognised on property, plant and equipment

With the prolonged default work-from-home arrangement, our Zui Yu Xuan Teochew Cuisine outlet, located at the heart of Central Business District in Singapore, had suffered persistently low footfall. Similarly, the JUMBO Seafood outlet at L'Avenue mall in Shanghai also grappled with low footfall, and correspondingly, low revenue. Hence, the Group had recognised an impairment loss of $0.5 million on property, plant and equipment for both outlets, which was partially offset by a $0.4 million writeback of impairment loss on property, plant and equipment recognised in FY2020 for the JUMBO Seafood outlet at Xi'an.

Other operating expenses

Other operating expenses decreased by 16.9% or $2.4 million to $11.8 million in FY2021 mainly due to the lower professional fees and marketing expenses.

Share of results of associates

The share of loss of associates in FY2021 of $0.4 million was largely attributed to the subdued performance and eventual closure of Singapore Seafood Republic outlet at Sentosa.

Income tax credit

The $3.7 million of income tax credit was mainly attributed to the recognition of deferred tax assets from tax losses incurred in subsidiaries. The Group has recognised a total of $3.8 million of deferred tax assets as the Group foresees that future taxable profit will be available once the Singapore Government starts to materialise its plans on the gradual reopening of borders and relaxation of social-distancing measures.

Loss attributable to owners of the Company

As a result of the above, loss attributable to owners of the Company stood at $11.8 million for FY2021 compared to $8.2 million in FY2020.

REVIEW OF THE GROUP'S FINANCIAL POSITION

Current assets

The Group's current assets increased by $1.5 million during the financial year to $43.1 million as at 30 September 2021, largely due to:

i. an increase in short-term investments of $8.5 million, as the Group placed contingent funds from bank borrowings to bank managed funds, which are pending deployment to operations or investments, to generate returns to offset interest expense in the interim; partially offset by
ii. a decrease in cash and cash equivalents of $7.3 million as a result of lower revenue.

Non-current assets

The Group's non-current assets increased by $4.5 million, from $54.4 million as at 30 September 2020 to $58.8 million as at 30 September 2021, largely due to:

i. an increase in intangible assets and goodwill of $2.1 million from the business acquisition of Kok Kee Wonton Noodle in Singapore;
ii. an increase in deferred tax assets of $3.8 million; partially offset by
iii. a decrease in (a) investment in associates of $0.4 million mainly due to losses incurred during the year, (b) investments at FVTPL of $0.5 million due to mark-to-market losses and (iii) other non-current assets of $0.8 million, relating to pre-commencement capital investments for outlet in UBR, which was capitalised to property, plant and equipment in FY2021.

Current liabilities

The Group's current liabilities increased by $4.7 million during the financial year to $29.6 million as at 30 September 2021 mainly due to:

i. an increase in trade and other payables of $1.8 million relating mainly to payables on UBR project of $0.7 million and deferred revenue of $1.4 million;
ii. an increase in provision for reinstatement costs for Singapore outlets of $1.5 million mainly due an increase in reinstatement costs for the outlets;
iii. an increase in bank borrowings of $2.9 million due to the drawdown of temporary bridging loans for working capital; offset by
iv. decrease in provision for income tax expense as the Group is in loss position; and
v. decrease in short-term lease liabilities of $1.2 million due to the closure of NASBKT outlet at Resort World Sentosa, non-renewal of lease for staff hostel and lower lease renewals due in FY2022.

Non-current liabilities

The Group's non-current liabilities increased by $11.5 million to $25.3 million as at 30 September 2021, mainly attributed to an increase in bank borrowings of $10.3 million for working capital and long-term lease liabilities of $1.5 million mainly from the new JUMBO Seafood outlet in UBR.

REVIEW OF THE GROUP'S CASH FLOW STATEMENT

The Group generated net cash from operating activities before movements in working capital of $5.5 million for FY2021. The lower operating cashflow was predominantly due to lower revenue generated for the year. Movement in working capital amounted to $1.1 million due to an increase in trade and other payables of $1.4 million. Including the $0.8 million paid for income tax and $1.1 million paid for interest, net cash generated from operating activities was $4.7 million for FY2021.

Net cash used in investing activities amounted to $14.8 million mainly due to:

i. acquisition of property, plant and equipment of $5.0 million, of which $2.2 million was for the new JUMBO Seafood outlet at UBR and the remaining on renovation of new and existing outlets, namely the Kok Kee outlets in Singapore and the JUMBO Seafood outlet at Xi'an in the PRC;
ii. cash payment of $1.5 million for the acquisition of Kok Kee Wonton Noodle; and
iii. $8.4 million deployed to investments to generate returns to offset interest expense on bank borrowings.

Net cash generated from financing activities for FY2021 of $2.7 million was mainly from the draw down of temporary bridging loans for working capital amounting to $14.2 million, partially offset by the repayment of lease obligations of $10.5 million and repayment of bank borrowings of $1.0 million.

As a result, cash and cash equivalents decreased by $7.5 million during the financial year to $20.5 million as at 30 September 2021.

BOARD OF DIRECTORS AND KEY MANAGEMENT

Mr. Tan Cher Liang is our Independent Non-Executive Chairman. He joined our Company as Lead Independent Director on 22 October 2015 and was redesignated as Independent Chairman on 1 February 2017. Mr. Tan was re-elected to the Board on 29 January 2021. Mr. Tan has more than 40 years of experience in corporate advisory and general management.

Currently, he also serves on the boards of various public and private companies in Singapore including being an Independent Non-Executive Chairman of Vibrant Group Limited, and an Independent Director of Ezra Holdings Limited, Kingsmen Creatives Ltd, Food Empire Holdings Limited, Wilton Resources Corporation Limited and IPC Corporation Ltd. He is also a Trustee of Kwan Im Thong Hood Cho Temple and a Director of D S Lee Foundation, EtonHouse Community Fund Ltd and Children's Charities Association.

Mr. Tan is a qualified financial professional from the Association of Chartered Certified Accountants of the United Kingdom. Mr. Tan was awarded the Public Service Medal in 1996.

Mr. Ang Kiam Meng is our Group CEO and Executive Director. He was appointed to our Board on 4 February 2015 and was re-elected on 17 January 2020. Mr. Ang has been serving with our Group for over 25 years. Mr. Ang is responsible for the overall management, operations, strategic planning, and business development of our Group. He has been, and continues to be, instrumental to our Group's continued success and growth. He is responsible for, inter alia, setting and executing our Group's vision, mission, core values and goals, driving the operational efficiency of our Group's work processes, monitoring the development and performance of our Group's business and identifying new opportunities for our Group's expansion domestically and internationally.

Prior to joining our Group, Mr. Ang worked with Singapore Technologies Electronics Limited (formerly known as Singapore Electronic & Engineering Limited) from 1986 to 1993, holding various positions such as Software Engineer and Product Manager. Mr. Ang currently also serves as Chairman of the Technology Committee and Council Member of the Singapore Chinese Chamber of Commerce & Industry, as well as Committee Member of the Restaurant Association of Singapore. Mr. Ang is currently a board director of the Chinese Development Assistance Council and Nam Hwa Opera Limited.

Mr. Ang obtained a Graduate Diploma in Business Administration from the Singapore Institute of Management in 1991 and graduated with a Bachelor of Arts (majoring in Computer Science) from the University of Texas at Austin (USA) in 1985.

MDM. TAN YONG CHUAN, JACQUELINE
Executive Director

Mdm. Tan Yong Chuan, Jacqueline is our Executive Director. She was appointed to our Board on 4 February 2015 and was re-elected on 29 January 2021. Mdm. Tan has been serving with our Group for over 25 years. Mdm. Tan has been, and continues to be, crucial to the operations of our Group, overseeing the procurement and purchasing function, merchandising and pricing strategies of our Group, and monitoring the key performance indicators for our Group, such as customer engagement and reviews. Mdm. Tan is also responsible for strategising and implementing key improvements to our Group's various processes, to continually raise our Group's standards of quality and service. Part of her portfolio includes overseeing our Group's business development and expansion activities.

Prior to joining our Group, from 1985 to 1987 and from 1989 to 1990, Mdm. Tan worked at Boulevard Hotel Singapore, a member of the Goodwood Group, holding various positions, including Personnel Manager. From 1988 to 1989, Mdm. Tan worked in the administrative department of NHS Scotland. Mdm. Tan is currently a director on the Board of Trustees of NuLife Care and Counselling Services.

Mdm. Tan obtained a Graduate Diploma in Personnel Management from the Singapore Institute of Management in 1987 and graduated with a Bachelor of Business Administration from the National University of Singapore in 1984. She also obtained a Master of Counselling degree from Monash University in 2020.

MRS. CHRISTINA KONG CHWEE HUAN
Executive Director

Mrs. Christina Kong Chwee Huan is our Executive Director. She was appointed to our Board on 22 October 2015 and was re-elected on 31 January 2019. She oversees our Group's operations, human resource and training and development divisions, a role which she has undertaken since joining our Group as Manager of Human Resource and Corporate Affairs in 2008. She also supervises our Group's various training and development programs, strategising to ensure our Group's human resource requirements are met, and manages the employee compensation, benefits and human resource issues of our Group. Mrs. Kong has been, and continues to be, instrumental in the continued refinement and development of our Group's human resource and training and development divisions. Our Group was accredited by both the Singapore Workforce Development Agency and Singapore's Institute of Technical Education as an approved training organisation in 2008.

Mrs. Kong began her career as a purchasing executive with our Group from 1993 to 1994. Between 1995 and 2000, she provided educational services, before joining the Ministry of Education as a teacher from 2001 to 2007.

Mrs. Kong obtained a Postgraduate Diploma in Education from the Nanyang Technological University in 2004 and graduated with a Bachelor of Science from the University of Birmingham (United Kingdom) in 1991. She also obtained a Human Resource Graduate Certification from the Singapore Management University in 2014.

DR. LIM BOH SOON
Independent Director

Dr. Lim Boh Soon was appointed our Independent Director on 22 October 2015 and was re-elected on 17 January 2020. Dr. Lim has more than 27 years of experience in the banking and finance industry in Asia. He is currently a director of Arise Asset Management Pte. Ltd, the lead independent director of OUE Limited, which is listed on the Mainboard of the SGX-ST and an independent director of NASDAQ listed Tomi Environmental Solutions Inc. Prior to that, Dr. Lim was the first non-Muslim CEO of Kuwait Finance House (Singapore) Pte. Ltd. from 2007 to 2010, and the first foreign CEO of Vietcombank Fund Management Company in Vietnam from 2005 to 2007. Dr. Lim was a Group Corporate Director of Autron Corporation Limited from 2002 to 2006 (concurrently when he was CEO of Vietcombank Fund Management Company). From 1996 to 1999, Dr. Lim co-headed UBS Capital Asia Pacific (S) Limited and was also a member of its Regional Investment Committee that managed the Swiss Bank proprietary large private equity funds. Prior to that, he also served in senior management positions for several large regional and global companies, including the Singapore Technologies Group and Rothschild Ventures Asia.

Dr. Lim obtained a Bachelor of Science with First Class Honours and a Doctor of Philosophy in Mechanical Engineering from the University of Strathclyde, United Kingdom, in 1981 and 1985, respectively. He also received a Graduate Diploma in Marketing Management from the Singapore Institute of Management, and a Diploma in Marketing from the Chartered Institute of Marketing, United Kingdom, in 1991. Dr. Lim is a Fellow of the Singapore Institute of Directors.

MR. RICHARD TAN KHENG SWEE
Independent Director

Mr. Richard Tan Kheng Swee was appointed our Independent Director on 22 October 2015 and was re-elected on 31 January 2019.

He has more than two decades of experience in legal and commercial experience and is currently the Managing Director of LIDE Legal LLC, a Singapore law corporation. His practice includes advising and representing companies in a wide range of commercial transactions from startups to listed entities and MNCs. Some of the typical matters he handles include, advising on SAAS documentation, asset acquisitions, initial public offerings and other fund-raising exercises, mergers and acquisitions, restructuring exercises, corporate advisory and compliance involving both listed and private companies. Mr. Tan had previously practised in a mid-sized Singapore law practice.

Mr. Tan currently serves as an Independent Director of Sysma Holdings Limited which is listed on Catalist.

Mr. Tan graduated with a Bachelor of Laws (Honours) from the National University of Singapore and a Bachelor of Science (Honours) from the University of Melbourne, Australia. He is an Advocate & Solicitor of the Supreme Court of Singapore, a Barrister & Solicitor of the Supreme Court of Victoria, Australia and a Solicitor of the High Court of Australia.

MS. SIM YU JUAN RACHEL
Non-Executive Director

Ms. Rachel Sim was appointed as our Non-Executive Director on 17 February 2020 and was re-elected 29 January 2021. She was previously our Alternate Director to Mr. Ron Sim Chye Hock when he was a Non-Executive Director of the Company.

Ms. Sim currently heads the global marketing team at TWG Tea Co Pte Ltd. ("TWG Tea"). She has helped raise its international brand profile through strategic partnerships and continues to drive the company's global marketing strategy with her team. She also manages the brand's portfolio of digital marketplace brand stores and is responsible for driving growth in 3rd party online channels. She joined the marketing team in September 2014 as a marketing executive focusing on developing partnership and advertising campaigns.

Between November 2012 and September 2014, Ms. Sim was part of the local sales team of TWG Tea managing corporate accounts and was part of the regional sales team (North Asia) assisting with opening of new stores in Taiwan and China including overseeing sales in the Hong Kong market and continues to support the growing North Asia team through her current role.

MR. TAY PENG HUAT
Chief Financial Officer

Mr. Tay Peng Huat was appointed our Chief Financial Officer in December 2014. He is responsible for the overall finance functions and accounting matters of our Group, including implementation of internal controls and monitoring and reporting on our Group's financial performance and overseeing the preparation of accounts and financial statements of our Group.

Mr. Tay has over 30 years of experience in finance and accounting. Prior to joining our Group, from 2002 to 2013, Mr. Tay held the post of Chief Financial Officer at Beyonics Technology Limited (a company which was listed on the Mainboard of the SGX-ST until February 2012). Mr. Tay began his career with Ernst & Young Singapore in 1988 and was an Audit Manager when he left in 1996. From 1996 to 2000, he served as the Group Financial Controller of Electronic Resources Limited. Between 2000 and 2002, he held various senior positions in finance and accounting, including Deputy General Manager and Chief Financial Officer of p3.com Pte Ltd (a subsidiary of Pan Pacific Public Company Ltd), Chief Financial Officer at Ezyhealth Asia Pacific Ltd (now known as Wilmar International Limited), a company listed on the Main Board of the SGX-ST, and Finance Director of Synnex Information Technologies Inc. for its Asia Pacific operations.

Mr. Tay graduated with a Bachelor of Accountancy from the National University of Singapore in 1988. He is a Fellow Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants.

CORPORATE SOCIAL RESPONSIBILITY

At JUMBO, we firmly believe that companies who excel should also strive to contribute towards a positive impact on society, which drove the creation of JUMBO Care, our Corporate Social Responsibility ("CSR") programme, which emphasizes on providing support towards:

- Educational institutes, in support of programmes which help nurture the next generation
- Trade and Industry bodies, to play our part in strengthening the network, building and sharing knowledge amongst the local businesses
- COVID-19 assistance and food insecurity support programmes

Despite the challenging operating environment this year, we remained committed to doing our part for the broader society. Excited about the fresh graduates joining the workforce, in December 2020, we sponsored 21 lunch bento boxes to Nanyang Technological University students to show our encouragement for their final year filming project.

As we recognise that food insecurity still exists in a first-world country like Singapore, in August 2021, we initiated a food support drive for the less privileged in

the society. Working with The Food Bank Singapore Ltd, we delivered over 650 JUMBO Seafood bento boxes to their various beneficiary organisations in Singapore, including Tamar Village, Ramakrishna Mission, Bright Hill Evergreen Home, Singapore Cheshire Home and Chen Su Lan Methodist Children's Home.

To promote the cohesiveness and drive synergies across the local business community, JUMBO is also an active member of the Franchising and Licensing Association (Singapore), Restaurant Association of Singapore, Singapore Chinese Chamber of Commerce & Industry, Singapore China Business Association, Orchard Road Business Association and Singapore Business Federation.

SUSTAINABILITY REPORT

JUMBO will be publishing its standalone FY2021 Sustainability Report (the "Report") by 28 February 2022, disclosing the sustainability practices and performance of JUMBO from 1 October 2020 to 30 September 2021. The Report covers the listed entity, JUMBO Group Limited, as well as its central kitchen operations and all its outlets directly under JUMBO Group of Restaurants Pte Ltd in Singapore.

JUMBO recognises the importance of environmental, social and governance considerations in creating value for its business and stakeholders. The Report will share information on JUMBO's sustainability governance structure, stakeholder engagement as well as materiality processes and results. The Report demonstrates JUMBO's commitment to improve its sustainability efforts through disclosing how it measures the performance, manages and monitors key sustainability risks and opportunities, as well as the goals set for the forthcoming year. In FY2021, JUMBO continued to emphasize on the 4 sustainability focus areas identified in the previous report, namely, focusing on customers, empowering our people, ensuring good governance, contributing to the community, and adding on a new focus area - building a sustainable environment. These 5 pillars complement each other to create positive value for JUMBO's stakeholders and society at large.

The Report will be prepared with reference to the GRI Standards and will be aligned with the reporting requirements of Catalist Rules 711A and 711B. The Report will be publicly accessible through JUMBO's corporate website as well as SGXNET.

CORPORATE GOVERNANCE REPORT AND FINANCIAL CONTENTS

CORPORATE GOVERNANCE REPORT

JUMBO Group Limited (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to achieving a high standard of corporate governance, and to complying with the Code of Corporate Governance 2018 (the "**Code**"). The Company believes that good corporate governance provides the framework for an ethical and accountable corporate environment, which will maximise long-term value for the shareholders of the Company ("**Shareholders**") and protect their interests. This report describes the Group's main corporate governance practices for the financial year ended 30 September 2021 ("**FY2021**") with specific references to the principles and provisions of the Code.

The Company is pleased to confirm that throughout FY2021, the Group has complied with the principles of the Code. Where there are deviations from the provisions of the Code, reasons and explanations on how the Company's practices adopted are consistent with the intent of the relevant principle have been provided, where appropriate.

1. BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long–term success of the company.

Each Director is a fiduciary who must act objectively in the best interests of the Company and hold Management accountable for performance. In furtherance of this principle, the Board has adopted a code of conduct and ethics, set appropriate tone-from-the top and desired organizational culture, and ensured proper accountability within the Group. Directors are not to allow themselves to be placed in a position of real or apparent conflict of interest. Directors facing conflicts of interest must recuse themselves from discussions and decisions involving the issues of conflict.

The principal roles of the Board are to:

- provide entrepreneurial leadership, and set strategic objectives, which should include appropriate focus on value creation, innovation and sustainability;
- ensure that the necessary resources are in place for the Company to meet its strategic objectives;
- establish and maintain a sound risk management system to effectively monitor and manage risks, and to achieve an appropriate balance between risks and company performance;
- constructively challenge the Company's management ("**Management**") and review its performance;
- instill an ethical corporate culture and ensure that the Company's values, standards, policies and practices are consistent with the culture; and
- ensure transparency and accountability to key stakeholder groups.

Delegation by the Board

Board Committees, namely the Nominating Committee (the "**NC**"), the Remuneration Committee (the "**RC**"), the Audit Committee (the "**AC**") and the Investment Committee (the "**IC**"), have been constituted to assist the Board in the discharge of specific responsibilities. The duties, authorities and accountabilities of each committee are set out in their respective written terms of reference. The Board Committees report their activities regularly to the Board and minutes of the Board Committee meetings are also regularly provided to the Board. The effectiveness of each Board Committee is also constantly monitored to ensure their continued relevance. Further information on the roles and responsibilities of the NC, the RC, the AC and the IC are provided below.

Board Approval

The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters which specifically require the Board's approval are:

- annual budget;
- corporate strategy and business plans;
- major funding proposals and investments;
- the appointment and remuneration packages of the Directors and the Management;
- the Group's half-yearly and full-year financial results announcements;
- annual report and accounts for each financial year;
- material acquisitions and disposals of assets;
- share issuances, interim dividends and other returns to Shareholders; and
- matters involving a conflict of interest for a substantial Shareholder or a Director.

While matters relating to the Group's strategies and policies require the Board's direction and approval, the Management is responsible for the day-to-day operations and administration of the Group.

Board and Board Committee Meetings

The schedule of all Board and Board Committee meetings and the annual general meeting ("**AGM**") for each financial year is planned well in advance, in consultation with the Directors. The Board meets at least four (4) times a year at regular intervals and on an ad-hoc basis, as and when circumstances require. Telephonic and video-conferencing at Board and Board Committee meetings are allowed under the Company's constitution ("**Constitution**").

The number of Board and Board Committee meetings held for FY2021 as well as the attendance of each Director at these meetings is set out below:

	Board Meeting		AC Meeting		NC Meeting		RC Meeting		IC Meeting	
Director	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**	**Held**	**Attended**
Mr. Tan Cher Liang	5	5	3	3	1	1	1	1	1	1
Mr. Ang Kiam Meng	5	5	3	3*	1	1	1	1*	1	1
Mdm. Tan Yong Chuan, Jacqueline	5	5	3	3*	1	–	1	–	1	–
Mrs. Christina Kong Chwee Huan	5	5	3	3*	1	–	1	–	1	–
Dr. Lim Boh Soon	5	5	3	3	1	1	1	1	1	1
Mr. Richard Tan Kheng Swee	5	5	3	3	1	1	1	1	1	1
Ms. Sim Yu Juan Rachel	5	5	3	3*	1	–	1	–	1	–

* Attendance by invitation

Board Orientation and Training

A formal letter of appointment is provided to every new Director, setting out his/her duties and obligations. A new Director will attend briefings organised by the Company to familiarise himself/herself with the Group's business, operations, structure and governance practices relating to, *inter alia*, disclosure of interests in the Company's securities, prohibition on dealings in the Company's securities and restrictions on the disclosure of price-sensitive information. For new first-time Directors who do not have prior experience as a director of a public listed company in Singapore, they will be required to attend the mandatory training within one (1) year from their appointment date as prescribed in the Catalist Rules.

All Directors are also briefed and provided with regular updates in areas such as corporate governance, commercial risks, changes to laws and regulations pertaining to the Group's business and operations, and changes in financial reporting standards, so as to enable them to properly discharge their duties as Board members.

Further, in order to provide the Independent Directors and Non-Executive Director with a better understanding of the Group's business and operations, the Company organises visits to the Group's headquarters, including its central kitchen and its various F&B outlets. The Directors can also request for further briefings or information on any aspect of the Group's business or operations from the Management.

Access to Information

The Company makes available to all Directors its management accounts and other financial statements, budgets and forecasts, together with all other relevant information. The Directors may seek detailed information from the Management regarding the management accounts and other financial statements, budgets and forecasts, where necessary. In addition, the Management provides the Directors with complete, adequate and timely information prior to the scheduled meetings and on an ongoing basis so as to enable the Directors to make informed decisions and discharge their duties and responsibilities.

The Directors have been provided with the contact details of the Management and company secretary to facilitate separate and independent access at all times, at the Company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole. The Directors may, in furtherance of their duties, take independent professional advice, if necessary, at the Company's expense.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

<u>*Board Composition*</u>

Currently, the Board comprises seven (7) Directors, three (3) of whom are independent, which complies with the Code's provision on the proportion of Independent Directors on the Board. The Board is constituted as follows:

Mr. Tan Cher Liang	(Independent Chairman)
Mr. Ang Kiam Meng	(Group CEO and Executive Director)
Mdm. Tan Yong Chuan, Jacqueline	(Executive Director)
Mrs. Christina Kong Chwee Huan	(Executive Director)
Dr. Lim Boh Soon	(Independent Director)
Mr. Richard Tan Kheng Swee	(Independent Director)
Ms. Sim Yu Juan Rachel	(Non-Executive Director)

As three (3) out of seven (7) members of the Board are Independent Directors, there is a strong independent element on the Board and no individual or small group of individuals dominate the Board's decision-making process. In addition, the Board has an Independent Chairman, Mr. Tan Cher Liang. The Non-Executive Directors make up a majority of the Board.

Each year, the Board reviews its size and composition, taking into account, *inter alia*, the Board Diversity Policy implemented by the Company. Key considerations in the Board Diversity Policy include the scope and nature of the Group's business and operations and the benefits of all aspects of diversity, including but not limited to gender, age, educational background and professional experience in order to provide the Board access to an appropriate range and balance of skills, knowledge, experience and backgrounds. The Board is of the view that the Directors hold core competencies such as accounting, finance and legal expertise, business and management experience, industry knowledge, strategic planning experience and customer-based experience and knowledge.

The Independent Directors and Non-Executive Director contribute accounting and finance knowledge, legal expertise and business management experience to the Group, and provide the Executive Directors and the Management with diverse and objective perspectives on issues considered by the Board. The Independent Directors and Non-Executive Director also aid in developing the Group's strategic process, reviewing the performance of the Management in meeting agreed goals and objectives, and monitoring the reporting of performance and operations as an appropriate check and balance. The Independent Directors and Non-Executive Director meet regularly on their own without the presence of the Executive Directors and the Management and provide feedback to the Group CEO after such meetings.

In addition, the Board places emphasis on ensuring gender representation and diversity. At present, the Board has two (2) female Executive Directors, namely Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan, and one (1) female Non-Executive Director, namely Ms. Sim Yu Juan Rachel.

Hence, the Board believes that its current composition and size provides an appropriate balance of skills, experience, gender and knowledge, which avoids groupthink, fosters constructive debate, and facilitates effective decision making.

Board Independence

The independence of each Director is reviewed by the NC on an annual basis. In determining whether a Director is independent, the NC has considered the guidelines set out in the Code and the Catalist Rules.

The Code has defined an "Independent" director as one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.

Under Rule 406(3)(d) of the Catalist Rules, a director will not be independent under any of the following circumstances:

- if he is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years;

- if he has an immediate family member who is employed or has been employed by the Company or any of its related corporations in the current or any of the past three (3) financial years, and whose remuneration is or was determined by the RC.

The Directors complete an annual declaration of independence, whereby they are required to assess their independence taking into account the above requirements, which is then put to the NC for review. The Directors are also required to disclose any business relationships with the Company, its related corporations or its officers which may interfere with, the exercise of their independent business judgement in the best interests of the Company, or would otherwise deem them to be not independent. Following its annual review, the Board and the NC are of the view that Mr. Tan Cher Liang, Dr. Lim Boh Soon and Mr. Richard Tan Kheng Swee have at all times discharged their duties with professionalism and objectivity, and exercised strong independent judgement in the best interests of the Company, and should therefore continue to be considered Independent Directors.

For the above reasons, the Board, taking into account the NC's views, has determined Mr. Tan Cher Liang, Dr. Lim Boh Soon and Mr. Richard Tan Kheng Swee to be Independent Directors.

At present, there are no Independent Directors who has served beyond nine (9) years since the date of his first appointment.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision–making.

The Company has a separate Chairman and Group CEO. This ensures that there is an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making. The Chairman and Group CEO are not related to each other.

Mr. Tan Cher Liang is the Independent Chairman. He promotes high standards of corporate governance and leads the Board to ensure its effectiveness on all aspects of its role. As part of his administrative duties, the Independent Chairman sets the Board meeting agenda in consultation with the senior Management and the company secretary, and ensures that adequate time is available for the discussion of all agenda items and that the Directors receive complete, adequate and timely information. He also encourages constructive relations within the Board and between the Board and the Management and facilitates effective contribution of the Independent Directors and Non-Executive Director. In addition, the Independent Chairman is responsible for ensuring effective communication with Shareholders. He will also take the lead in ensuring compliance with the Code.

Mr. Ang Kiam Meng is the Group CEO and Executive Director. He is responsible for the overall management, operations, strategic planning, and business development of the Group, and ensuring a cohesive working relationship among the Directors and timeliness of information flow between the Board and the Management.

The Company does not have a lead Independent Director given that the majority of the Board is non-executive and that the Chairman is independent. Furthermore, the NC, the RC, the AC and the IC are all chaired by the Independent Directors.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re–appointment of directors, taking into account the need for progressive renewal of the Board.

Nominating Committee

The NC is chaired by Dr. Lim Boh Soon and comprises Mr. Ang Kiam Meng, Mr. Tan Cher Liang, and Mr. Richard Tan Kheng Swee. Majority of the NC members, including the Chairman of the NC, are Independent Directors.

The NC holds at least one (1) meeting in each financial year. The principal role of the NC in accordance with its written terms of reference is as follows:

- reviewing, assessing and recommending the appointment of new Directors and the re-appointment or re-election of Directors, taking into consideration each Director's contribution, performance and ability to commit sufficient time, resources and attention to the affairs of the Group, and each Director's respective commitment(s) outside the Group;
- determining annually, as and when circumstances require, whether or not a Director is independent;
- developing a process and criteria for evaluating the effectiveness of the Board as a whole and its committees, and for assessing the contribution of each Director to the effectiveness of the Board;
- reviewing the Board structure, size and composition having regard to the scope and nature of the operations, the requirements of the business, the diversity of skills, experience, gender, knowledge of the Group and core competencies of the Directors as a group, so as to ensure that the Board is able to function competently and efficiently;
- reviewing succession plans for the Directors and key management personnel, in particular, the Group CEO and the Independent Chairman; and
- recommending to the Board the induction training programmes for new Directors and reviewing the training and professional development programmes for the Board.

The date of first appointment and date of last re-election of each Director is set out below. For the profiles of the Directors, please refer to the section entitled "Board of Directors and Key Management" of this annual report. In addition, information on each Director's shareholding in the Company, if any, is set out in the section entitled "Directors' Statement" of this annual report.

Name of Director	Date of first appointment	Date of last re–election
Mr. Tan Cher Liang	22 October 2015	29 January 2021
Mr. Ang Kiam Meng	4 February 2015	17 January 2020
Mdm. Tan Yong Chuan, Jacqueline	4 February 2015	29 January 2021
Mrs. Christina Kong Chwee Huan	22 October 2015	31 January 2019
Dr. Lim Boh Soon	22 October 2015	17 January 2020
Mr. Richard Tan Kheng Swee	22 October 2015	31 January 2019
Ms. Sim Yu Juan Rachel	17 February 2020	29 January 2021

Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline, and Mrs. Christina Kong Chwee Huan do not have any other public listed company board representations or other principal commitments[1].

Mr. Tan Cher Liang is the independent non-executive chairman of Vibrant Group Limited, and an independent director of Ezra Holdings Limited, Kingsmen Creatives Limited, Food Empire Holdings Limited, Wilton Resources Corporation Limited, and IPC Corporation Ltd, which are public listed companies. Mr. Tan Cher Liang is also a Trustee of Kwan Im Thong Hood Cho Temple and a director of D S Lee Foundation, EtonHouse Community Fund Ltd and Children's Charities Association.

Dr. Lim Boh Soon is the lead independent director of OUE Limited, which is listed on the Mainboard of the SGX-ST, the independent director of NASDAQ-listed Tomi Environmental Solutions Inc and a director of Arise Asset Management Pte Ltd, ASRI Asset Management Pte. Ltd., EpicQuant Pte. Ltd., Kairos Asia Outreach, and TML FinTech Pte. Ltd.. In the preceding 3 years, Dr. Lim was an independent director of OUE Commercial REIT Management Pte Ltd, the manager of OUE Commercial Real Estate Investment Trust, which is publicly listed.

Mr. Richard Tan Kheng Swee is the Managing Director of LIDE Legal LLC, a Singapore law corporation. He is also an independent director of Sysma Holdings Limited which is a public listed company.

Ms. Sim Yu Juan Rachel is head of the global marketing team of TWG Tea Co Pte Ltd. Ms. Sim Yu Juan Rachel does not have any other public listed company board representations or other principal commitments.

Directors' Commitments

The NC ensures that new directors are aware of their duties and obligations. The NC also considers whether each Director is able to and has been adequately carrying out his duties as a Director of the Company, taking into consideration, *inter alia*, the Director's number of public listed company board representations and other principal commitments[1]. In addition, the NC will also take into consideration, *inter alia*, a qualitative assessment of each Director's contributions as well as any other relevant time commitments.

[1] The term "principal commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations.

The Board is of the view that at present, it would not be meaningful to prescribe a maximum number of listed company board representations and other principal commitments which any director may hold. Nevertheless, the Board tasked the NC to review if a Director with multiple board representations is devoting sufficient time and attention to the affairs of the Group. The NC has reviewed each Director's directorships and principal commitments as well as each Director's attendance and contributions to the Board. Despite the multiple directorships of some Directors, the NC is satisfied that the Directors spent adequate time and attention on the Company's affairs and have diligently discharged their responsibilities. In addition, each Director has confirmed that notwithstanding other listed company board representations and other principal commitments (if any), he/she is able to devote sufficient time and attention to the affairs of the Group. The NC and the Board will continue to review from time to time the listed company board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Company and are able to discharge their duties adequately.

Process for Nomination and Selection of New Directors

The Company adopts a comprehensive and detailed process in the selection of new Directors. Candidates will be first sourced through an extensive network of contacts and selected based on, *inter alia*, the needs of the Group and the relevant expertise required. When necessary, the NC may seek the help of external consultant(s) in the search process. In selecting suitable candidates, the Board, in consultation with the NC, will consider the Group's strategic goals, business direction and needs. The Board will also consider gender diversity requirements in seeking any new appointment to the Board. The NC will conduct interviews with the candidates, and nominate the candidate deemed most suitable for appointment to the Board.

Process for Re-nomination and Re-election of Directors

In recommending a Director for re-election to the Board, the NC considers, *inter alia*, his/her performance and contributions to the Board (including attendance and participation at meetings, and time and effort accorded to the Group's business and affairs). All Directors submit themselves for re-nomination and re-election at regular intervals in accordance with the Constitution. Pursuant to Regulation 89 of the Constitution, one-third of the Board are to retire from office by rotation and be subject to re-election at the AGM of the Company. In addition, Regulation 88 of the Constitution provides that a newly appointed Director must retire and submit himself/herself for re-election at the next AGM following his/her appointment. Thereafter, he/she is subject to be re-elected by rotation in accordance with the Constitution.

Each member of the NC shall abstain from voting on any resolutions in respect of his re-nomination and re-election.

The NC has reviewed and recommended to the Board the re-nomination and re-election of Mr. Richard Tan Keng Swee, Mrs. Christina Kong Chwee Huan and Dr. Lim Boh Soon who will be retiring as Directors at the forthcoming AGM. Mr. Richard Tan Keng Swee, Mrs. Christina Kong Chwee Huan and Dr. Lim Boh Soon will be retiring pursuant to Regulation 89 of the Constitution. All three (3) retiring Directors have offered themselves for re-election. In making the above recommendations, the NC had considered the said Directors' qualification, experience, independence and/or overall contribution and performance (as the case may be). The Board has accepted the recommendations of the NC. Additional information on Mr. Richard Tan Keng Swee, Mrs. Christina Kong Chwee Huan and Dr. Lim Boh Soon, as required under Catalist Rule 720(5) are set out on pages 142 to 150 of the annual report.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Board Evaluation Process

The NC assesses and discusses the performance of the Board as a whole and its Board Committees on an annual basis. Each Director completes a confidential questionnaire, and the responses are presented to the NC for review, following which the NC will recommend to the Board key areas for improvement and follow-up actions. The Board acts on the feedback and in consultation with the NC, proposes, where appropriate, new Directors to be appointed or seeks the resignation of Directors.

Each Director will evaluate the performance of the Board taking into account a set of objective performance criteria recommended by the NC which includes, *inter alia*, Board composition and size, Shareholders' access to information, Board processes, Board effectiveness, Board standards of conduct and financial performance indicators. The Board is of the view that this set of performance criteria allows for appropriate comparison and addresses how the Directors have enhanced long-term Shareholders' value. For FY2021, the NC is of the view that the Board has fared well against the performance criteria and objectives and the NC is satisfied with the performance of the Board. The NC did not engage any external facilitator to assist with the assessment of the Board's performance for FY2021.

Individual Director Evaluation

The NC will assess each Director's contribution to the effectiveness of the Board. In evaluating the contribution by each Director, various factors will be taken into consideration, including individual performance of principal functions and fiduciary duties, attendance and participation in meetings and commitment of time to Director's duties. The NC will also consider other contributions by a Director such as providing objective perspectives on issues, facilitating business opportunities and strategic relationships, and the Director's accessibility to the Management outside of formal Board and/or Board Committee meetings. The performance of each Director will be taken into account in re-election.

2. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Remuneration Committee

The RC is chaired by Mr. Richard Tan Kheng Swee and comprises Mr. Tan Cher Liang and Dr. Lim Boh Soon. All the RC members, including the Chairman, are Independent Directors. The RC holds at least one (1) meeting in each financial year. The principal role of the RC, in accordance with its written terms of reference, is as follows:

- recommending to the Board a framework of remuneration for the Board and key management personnel, and determine specific remuneration packages for each Director and key management personnel;
- reviewing the remuneration of the employees related to the Directors and substantial Shareholders who hold managerial positions;
- reviewing and approving any bonuses, pay increments and/or promotions for the related employees who hold managerial positions;
- setting the remuneration guidelines and policies of the Group; and
- administering the Jumbo employee share option scheme (the "**Share Option Scheme**") and the Jumbo performance share plan (the "**Performance Share Plan**"). Details of the Share Option Scheme and the Performance Share Plan are contained in the Company's offer document dated 28 October 2015 ("**Offer Document**").

The Board considers that the members of the RC, who each have many years of experience in senior management positions and/or on the boards of various listed companies, collectively have strong management experience and expertise on remuneration issues. If necessary, the RC may seek expert advice inside and/or outside the Company on the remuneration of all Directors and the Management. The RC shall ensure that remuneration consultants, if engaged, shall be free from any relationships with the Company which might affect their objectivity and independence. For FY2021, the RC did not engage any remuneration consultants.

Procedures for Setting Remuneration

The Company has implemented formal and transparent procedures and policies in relation to executive remuneration and for determining the remuneration packages of individual Directors. The RC reviews and recommends to the Board a general framework of remuneration and specific remuneration packages for the Board and key management personnel, covering all aspects of remuneration including Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, and benefits-in-kind. The RC's recommendations are submitted for endorsement by the entire Board. Each RC member does not participate in discussions, and abstains from decision-making, in relation to any remuneration, compensation, options or any form of benefits to be granted to him. No Director is involved in deciding his/her own remuneration.

The RC also reviews all aspects of remuneration, including the Company's obligations, if any, arising in the event of termination of the Executive Directors' and/or key management personnel's contracts, to ensure that the terms are fair and reasonable. Currently, save as required for compliance with the applicable laws of Singapore and the People's Republic of China ("**PRC**"), the Group has not set aside any amounts to provide for pension, retirement or similar benefits for the Group's employees.

Remuneration Policies

In order to maximise Shareholders' value and promote the long-term success of the Group, the Company seeks to attract, retain and motivate the Management and employees by tailoring competitive remuneration packages to the specific role and circumstances of each Director, the Group CEO and key management personnel. This ensures an appropriate renumeration level and mix that recognises the performance, potential, and responsibilities of these individuals.

The remuneration of the Management and employees is set based on, *inter alia*, each individual's scope of responsibilities, prevailing market conditions, the Company's risk policies, the time horizon of such risks and comparable industry benchmarks. The Company rewards the Management and employees based on achievement of individual performance objectives using indicators such as competencies, key result areas, performance ratings and the Group's financial performance. The Board is of the view that performance-based remuneration will motivate the Management and employees to achieve superior performance and promote the long-term growth of the Group.

Under the terms of the service agreements entered into with the Executive Directors, the Company is entitled to reclaim, in full or in part, any incentive bonus paid to the Executive Director, under circumstances of (i) misstatement of financial results, or (ii) misconduct of the Executive Director, resulting, directly or indirectly, in financial loss to the Company, as may be determined by the Board in its absolute discretion.

Executive Directors and Key Management's Remuneration

Each of the Executive Directors and key management personnel is entitled to, *inter alia*, a base salary and performance-related incentives linked to the financial performance of the Group and the individual's performance, which is assessed based on the respective key performance indicators allocated to them. The Executive Directors do not receive Directors' fees from the Company. The Executive Directors and key management have voluntarily taken a 28% reduction in their basic salaries and benefits, and foregone any bonus for FY2021, arising from the adverse impact of the COVID-19 pandemic.

Each of the Executive Directors has entered into a service agreement with the Company. Under the terms of their service agreements, each of the Executive Directors is entitled to an incentive bonus based on, *inter alia*, the financial performance of the Group and his/her individual performance for that year. The terms of the Executive Directors' service agreements and their remuneration packages are subject to review by the RC. There are no excessive or onerous removal clauses in these service agreements. Further details of the service agreements with the Executive Directors are set out in the Offer Document. The service agreements were last reviewed by the RC and renewed in FY2019 for a period of three (3) years with no material changes except for adjustments in basic salaries and benefits to cater for inflation.

The following performance conditions have been selected to motivate the Executive Directors and key management personnel to work in alignment with the interests of all stakeholders:

Performance Conditions	**Performance Criteria**	
Qualitative	(a)	Leadership
	(b)	People development
	(c)	Commitment
	(d)	Teamwork
	(e)	Current market and industry practices
Quantitative	(a)	Profit before tax
	(a)	Relative financial performance of the Group to its industry competitors

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For FY2021, the RC is of the view that the performance conditions were met by each of the Executive Directors and the key management personnel.

Independent Directors' and Non-Executive Director's Remuneration

The Independent Directors and Non-Executive Director have not entered into service agreements with the Company. Each Independent Director and Non-Executive Director receives a basic fee for serving on the Board. The fees are determined by the Board, taking into account the effort, time spent and responsibilities of the Independent Director and Non-Executive Director, and subject to approval of Shareholders at each AGM. The Independent Directors and Non-Executive Director have not been over-compensated to the extent that their independence is compromised.

The Independent Directors and Non-Executive Director have voluntarily taken a 28% reduction in their directors' fees for FY2021, arising from the adverse impact of the COVID-19 pandemic.

Level and Mix of Remuneration

Details of the remuneration of the Directors, Group CEO and the Company's key management personnel for FY2021 are set out below.

(a) Directors

Name of Director	Fees	Salary	Bonus/ Incentives	Benefits	Stock Option	Share Award	Total Remuneration	
	%	%	%	%	%	%	%	Band[1]
Executive Directors								
Mr. Ang Kiam Meng	–	95	–	5	–	–	100	II
Mdm. Tan Yong Chuan, Jacqueline	–	86	–	14	–	–	100	II
Mrs. Christina Kong Chwee Huan	–	81	–	19	–	–	100	II
Independent Directors and Non–Executive Director								
Mr. Tan Cher Liang	100	–	–	–	–	–	100	I
Dr. Lim Boh Soon	100	–	–	–	–	–	100	I
Mr. Richard Tan Kheng Swee	100	–	–	–	–	–	100	I
Ms. Sim Yu Juan Rachel	100	–	–	–	–	–	100	I

Notes:

(1) Band I: Remuneration of between $0 and $250,000 per annum
Band II: Remuneration of between $250,001 and $500,000 per annum

The Company has disclosed each Director's remuneration in bands of $250,000 and provided a further detailed breakdown of the remuneration in percentage terms into fixed salary, variable or performance-related incentives/bonuses, benefits-in-kind, share-based incentives and awards. The Company is of the view that this is sufficient to provide Shareholders with insight into the level of compensation of the Directors and the links between the Directors' remuneration and their performance. Further details regarding the remuneration of each Director are deemed, in light of the sensitivities of remuneration, not to be in the best interests of the Company. Save as disclosed above, no other long-term incentives and no termination, retirement or post-employment benefits have been granted to the Directors or the Group CEO.

The RC has recommended the payment of Directors' fees of up to $240,000 for the financial year ending 30 September 2022, which will be tabled at the forthcoming AGM for the Shareholders' approval.

(b) Key Management Personnel

Name of Key Management Personnel[(1)]	Fees	Salary	Bonus/ Incentives	Benefits	Stock Option	Share Award	Total Remuneration
	%	%	%	%	%	%	%
Below $250,000 per annum							
Mr. Tay Peng Huat	–	84	–	16	–	–	100

Note:

(1) The Company only has one (1) key management personnel who is not a Director or the Group CEO.

The Company has disclosed its key management personnel's remuneration in bands of $250,000 as well as a breakdown (in percentage terms) into fixed salary, variable or performance-related incentives/bonuses, benefits-in-kind, share-based incentives and awards. Save as disclosed above, there are no other long-term incentives and no termination, retirement or post-employment benefits granted to the key management personnel.

As the Company only has one (1) key management personnel who is not a Director or the Group CEO, it is not in the best interests of the Company to disclose the aggregate remuneration paid to the top 5 key management personnel.

During FY2021, the following employees of the Group are immediate family members of a Director, the Group CEO or a substantial Shareholder:

Name of employees who are immediate family members	Relationship with the Directors, Group CEO or a substantial Shareholder	Remuneration Band[(1)]
Mr. Ang Kiam Lian	Brother of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan and son of Mr. Ang Hon Nam	I
Mdm. Wendy Ang Chui Yong	Sister of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan and daughter of Mr. Ang Hon Nam	I

Note:

(1) Band I: Remuneration of between $100,001 and $200,000 per annum

Save as disclosed above, there are no other employees who are related to the Directors, the Group CEO or a substantial Shareholder, and whose remuneration exceeds $100,000 per annum.

Employee Share Scheme(s)

The Company has adopted the Share Option Scheme and the Performance Share Plan. The Share Option Scheme and the Performance Share Plan will provide eligible participants with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty. The Share Option Scheme and the Performance Share Plan, which form an integral part and important component of the employee compensation plan, are designed to primarily reward and retain Directors and employees whose services are vital to the Group's well-being and success. As at the date of this annual report, no options have been granted under the Share Option Scheme since its commencement. Information on awards that have been granted under the Performance Share Plan is disclosed in the section entitled "Directors' Statement" and Note 26 in the notes to the financial statements of this annual report. No options or awards were granted to a parent company and its subsidiaries.

Further details of the Share Option Scheme and the Performance Share Plan are set out in the Company's Offer Document.

3. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board, with the assistance of the AC, has oversight of the Group's risk management framework and policies, including reviewing the Group's business and operational activities to determine the nature and extent of significant business risks, and recommending to the Management the appropriate strategy and resources required for managing risks that are consistent with the Group's risk appetite.

In line with the Company's disclosure obligations under the Catalist Rules, the Board's policy is that Shareholders shall be informed of all major developments relating to the Group. Information is communicated to Shareholders on a timely basis through SGXNET and, if relevant, the press. The Board also provides Shareholders with a detailed explanation of the Group's financial performance, financial position and prospects on a half yearly basis.

The Management makes available to all Directors, the management accounts and other financial statements, together with all other relevant information of the Group's financial performance, financial position and prospects on a half yearly basis and as and when the Directors may require from time to time.

The Board ensures that relevant regulatory requirements and any updates thereof will be highlighted from time to time to ensure compliance with all relevant regulatory requirements.

The Group has put in place appropriate risk management processes to evaluate the operating, investment and financial risks of the Group. The Management regularly reviews the Group's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks within the Group's policies and strategies. The Management reviews all significant control policies and procedures and highlights all significant matters to the Board and the AC.

The Board reviews the adequacy and effectiveness of the Group's risk management systems and internal controls framework, including financial, operational, compliance and information technology controls.

Material transactions are also subject to risk analysis by the AC and the Management, and measures to safeguard against significant risks are established prior to undertaking new projects. The AC, together with the Management, will continue to enhance and improve the existing risk management and internal control systems.

The internal and external auditors also assist in the risk management process by identifying certain areas of concern that are uncovered through financial/audit checks. The key risks facing the Group have been identified and appropriate measures are in place to mitigate such risks.

For FY2021, the Board has received assurance from the Group CEO and Executive Director, and the Chief Financial Officer that the financial records have been properly maintained, the financial statements give a true and fair view of the Group's operations and finances, and the Group's risk management and internal control systems are adequate and effective.

Based on the internal controls (including financial, operational, compliance and information technology controls) and risk management systems established and maintained by the Group, work performed by the internal and external auditors, information provided to the AC and the Board and reviews performed by the AC and the Board at least annually, the Board, with the concurrence of the AC, is of the opinion that the Group's internal controls addressing financial, operational, compliance and information technology controls as well as risk management systems were adequate and effective for FY2021.

The system of internal controls and risk management established by the Group provides reasonable, but not absolute, assurance that the Group will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Board also notes that no system of internal controls and risk management can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgement in decision-making, human error, losses, fraud or other irregularities.

Audit Committee

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

The AC is chaired by Mr. Tan Cher Liang and comprises Dr. Lim Boh Soon and Mr. Richard Tan Kheng Swee. All the AC members, including the Chairman, are Independent Directors.

The members of the AC are appropriately qualified and possess the relevant accounting or related financial management expertise or experience to discharge their duties. None of the members of the AC is a former partner or director of the Company's existing auditing firm.

The AC holds at least two (2) meetings in each financial year. The principal role of the AC in accordance with its written terms of reference is as follows:

- reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Group and any announcements relating to the Group's financial performance;

- reviewing with the internal and external auditors, the audit plans, scope of work, their evaluation of the Group's system of internal controls, audit reports, their letter(s) to the Management and the Management's responses and the results of the audits compiled by the internal and external auditors, and reviewing at regular intervals with the Management the implementation by the Group of the internal control recommendations made by the internal and external auditors;

- reviewing the periodic consolidated financial statements and any formal announcements and the external auditors' report on the annual consolidated financial statements relating to the Group's financial performance before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards, compliance with the Catalist Rules and any other relevant statutory or regulatory requirements, concerns and issues arising from the audits including any matters which the auditors may wish to discuss in the absence of the Management, where necessary;

- reviewing the effectiveness and adequacy of the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems, discussing issues and concerns, if any, arising from the internal audits and reporting to the Board at least annually in connection therewith;

- reviewing and discussing with the external and/or internal auditors any suspected fraud, irregularity or infringement of any relevant laws, rules and regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;

- reviewing the adequacy and effectiveness of the Group's internal audit function;

- reviewing the assistance given by the Management to the internal and external auditors;

- reviewing the assurance provided by the Group CEO and the Chief Financial Officer regarding the financial records and financial statements;

- reviewing the independence and objectivity of the internal and/or external auditors at least annually, considering the appointment or re-appointment of the internal and external auditors and matters relating to the resignation or dismissal of the auditors, and approving the remuneration and terms of engagement of the internal and external auditors;

- reviewing interested person transactions (if any) falling within the scope of the Catalist Rules;

- reviewing the procedures by which employees of the Group and any other persons may, in confidence, report to the Chairman of the AC regarding possible improprieties in matters of financial reporting or other matters and ensuring that there are arrangements in place for independent investigation and follow-up actions thereto;

- undertaking such other reviews and projects as may be requested by the Board, and reporting to the Board its findings from time to time on matters requiring the attention of the AC; and

- generally undertaking such other functions and duties as may be required by statute or the Catalist Rules, or by such amendments as may be made thereto from time to time.

The AC considered the report from the external auditors, including their findings on the significant risks and audit focus areas. Significant matters that were discussed with the Management and the external auditors have been included as Key Audit Matters ("**KAM**") in the audit report for FY2021 on pages 56 and 57 of this annual report.

In assessing the KAM, the AC took into consideration the approach and methodology applied as well as the reasonableness of the estimates and key assumptions used. The AC concluded that the Management's accounting treatment and estimates in the KAM were appropriate.

In addition, the AC is tasked to commission independent investigations of any suspected fraud or irregularity, which has or is likely to have a material impact on the Group's operating results or financial position, and to review the findings of such investigations. The AC has reasonable resources to enable it to discharge its responsibilities properly. It has full access to, and the co-operation of, the Management and full discretion to invite any Director or key executive to attend its meetings.

The AC also meets with the internal auditors and external auditors without the Management, at least annually and whenever necessary to review the adequacy of audit arrangements, with emphasis on the scope and quality of audit and the independence and objectivity of the auditors.

The external auditors provide regular updates and briefings to the AC on changes to accounting standards and other financial issues to enable the AC to keep abreast of such changes and its corresponding impact on the financial statements.

External Auditors

The AC undertook a review of the independence and objectivity of the external auditors, taking into consideration the requirements under the Accountants Act 2004 (Singapore), including but not limited to, the aggregate and respective fees paid for audit and non-audit services and the cooperation extended by Management to allow an effective audit.

The AC received an audit report from the external auditors setting out the non-audit services provided and the fees charged for FY2021. A breakdown of the audit and non-audit fees paid to the Company's auditors is disclosed on page 130 of this annual report. The non-audit fees paid to the Company's auditors were in relation to tax services and other assurance services.

Having undertaken a review of the non-audit services provided during the year, the AC remains confident that the objectivity and independence of the external auditors are not in any way impaired by reason of the non-audit services which they provide to the Group. Moreover, the AC is satisfied that these services were provided efficiently by the external auditors as a result of their existing knowledge of the business. The AC has also reviewed and confirmed that Deloitte & Touche LLP is a suitable audit firm to meet the Company's audit obligations, having regard to the adequacy of resources and experience of the firm, the assigned audit partner-in-charge, the firm's other audit engagements, size and complexity of the Group, and the number and experience of supervisory and professional staff assigned to the audit. The AC has recommended to the Board that, Deloitte & Touche LLP, be nominated for re-appointment as external auditor at the forthcoming AGM.

The Company has complied with Rules 712 and 715 of the Catalist Rules in the appointment of its external auditors.

Internal Audit

The AC approves the hiring, removal, evaluation and compensation of the internal auditor ("**IA**"). The internal audit function of the Company is outsourced to KPMG Services Pte Ltd ("**KPMG**"). The IA reviews the effectiveness of key internal controls, including financial, operational, information technology, risk management and compliance controls for selected scope of review annually, as approved by the AC. Procedures are in place for the IA to report independently on their findings and recommendations to the AC for review. The IA reports primarily to the Chairman of the AC and has full access to the Company's documents, records, properties and personnel of the Group, including access to the AC.

The primary functions of internal audit are to help:–

(a) assess if adequate systems of internal controls are in place to protect the assets of the Group and to ascertain whether control procedures are complied with;

(b) assess if operations of the business processes under review are conducted efficiently and effectively; and

(c) identify and recommend improvement to internal control procedures, where required.

The AC reviews the adequacy and effectiveness of the internal audit function of the Group annually. The AC is satisfied that the IA has adequate resources to perform its function effectively and is independent of the business and activities it audits. The IA is led by a KPMG partner who has more than 20 years of audit experience and the team is staffed by suitably qualified and experienced professionals with the relevant qualifications and experience.

The Company's internal audit function is independent of the external audit. KPMG is a member of the Institute of Internal Auditors Singapore ("**IIA**"), a professional internal auditing body affiliated to the Institute of Internal Auditors, Inc. The internal audit work carried out is guided by KPMG's global internal auditing standards and the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the IIA. KPMG continues to meet or exceed the IIA Standards in all key aspects. KPMG has confirmed their independence to the AC.

During the year, the IA adopted a risk-based audit approach that focused on material internal controls, including financial, operational, compliance and information technology controls. All internal audit reports are submitted to the AC for deliberation with copies of these reports extended to the Chairman, Group CEO, Executive Directors, Non-Executive Director and the relevant key management personnel.

The AC has reviewed the Company's internal control assessment and based on the internal auditors' and external auditors' reports and the internal controls in place, it is satisfied that there are adequate and effective internal controls to meet the needs of the Group in its current business environment. The AC is satisfied that the internal audit function is independent, effective and adequately resourced.

Whistle-blowing Policy

The Company has implemented a whistle-blowing policy, which provides the Group's employees and any other persons with well-defined and accessible channels through which they may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. Whistle-blowing concerns may be reported in person or in writing via electronic mail to the Chairman of the AC or the Group CEO.

The Group is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud. The Group will treat all information received confidentially and protect the identity and the interest of all whistle-blowers. Anonymous disclosures will be accepted and anonymity honoured.

The AC reviews such policy to ensure that arrangements are in place for independent investigation of such matters and for appropriate follow-up action.

No whistle-blowing concerns were reported for FY2021.

4. SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Board supports and encourages active Shareholder participation at Shareholders' meetings. Shareholders are informed of Shareholders' meetings through notices published in the newspapers, reports and/or circulars provided to all Shareholders in a timely manner. Each item of special business included in the notices of Shareholders' meetings is accompanied, where appropriate, by an explanation for the proposed resolution. The Company will strive to avoid scheduling meetings during peak period when the meetings may coincide with those of other companies to enhance Shareholder participation in Shareholders' meetings.

Separate resolutions are proposed for substantially separate issues at Shareholders' meetings for approval. "Bundling" of resolutions are done only where the resolutions are interdependent and linked so as to form one significant proposal and only where there are reasons and material implications involved. All resolutions are to be voted by poll, following which the detailed results showing, *inter alia*, the number of votes cast for and against each resolution and the respective percentages will be announced.

Voting in absentia by mail, electronic mail or fax may only be possible following careful study to ensure the integrity of the information and authentication of the identity of members is not compromised.

The Independent Chairman, the Group CEO and chairpersons of the AC, the NC, the RC and the IC will be available at Shareholders' meetings to answer queries. The external auditors will also be present at the AGM to assist the Directors in addressing any relevant queries by Shareholders regarding the conduct of audit and the preparation and contents of the auditors' report. The AGM is the principal forum for dialogue with Shareholders. All of the Directors attended the AGM of the Company in FY2020.

The Board is mindful of the obligation to provide regular, effective and fair communication with Shareholders. Information is communicated to Shareholders on a timely basis. The Company does not practise selective disclosure. Information will be publicly released via SGXNET and/or the Company's corporate website before the Company meets with any group of investors or analysts. The Group's financial results and annual reports are announced or issued within the period specified under the Catalist Rules and are also made available to the public via the Company's website.

The Company will be holding its forthcoming AGM by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangement for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**"). Pursuant to the Order, the Company will not publish the notice of AGM in the newspaper or despatch the annual report and the notice of general meeting to shareholders for the upcoming AGM. Such procedures will continue in place until the Order is no longer effective or necessary.

In light of the COVID-19 pandemic, Shareholders will not be able to attend the AGM in person but may observe the proceedings of the forthcoming AGM by audio or audio-visual means. Shareholders may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM. In line with the procedures for the forthcoming AGM which will be conducted via electronic means, Shareholders should submit their written questions related to the resolutions to be tabled at the forthcoming AGM in advance of the lodgment of the proxy forms for the AGM, in accordance with the instructions set out in the notice of the forthcoming AGM ("**Notice**"). The Board and Management shall address all relevant and substantial questions and will endeavour to publish its responses to those questions on the Company's website and SGXNET 48 hours prior to the closing date and time for the lodgment of the proxy forms. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Board and Management will address them during the AGM. Please refer to the Notice and announcement dated 13 January 2022 for more information. The Company will publish the minutes of the forthcoming AGM on the Company's website and SGXNET within one (1) month after the date of the forthcoming AGM.

The Company currently does not have a fixed dividend policy. Any declaration and payment of dividends will depend on, *inter alia*, the Group's operating results, financial conditions, cash flows, expected future earnings, capital expenditure programme(s) and investment plans, the terms of the borrowing arrangements (if any) and other factors deemed relevant by the Directors. There can be no assurance that dividends will be paid in the future or of the amount or timing of any dividends that will be paid in the future. The Company will, in line with Rule 704(23) of the Catalist Rules, expressly disclose the reason(s) in the event that the Board decides not to declare or recommend a dividend, in its financial statement announcements.

Engagement with Shareholders

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with Shareholders. The investor relations policy sets out the mechanism through which Shareholders may contact the Company with questions and through which the Company may respond to such questions.

The Board welcomes the views of Shareholders on matters affecting the Group, whether at Shareholders' meetings or on an ad-hoc basis. The Board will also engage in investor relations activities to allow the Company to engage Shareholders as and when it deems necessary and appropriate.

The Company's investor relations team is led by the Chief Financial Officer who is responsible for integrating finance, accounting, corporate communications, and legal compliance to enable effective communication between the Company and investors. The Company holds briefings to present its financial results for the media and analysts, when requested. Outside of the financial announcement periods, when necessary and appropriate, the Management will meet investors and analysts who wish to seek a better understanding of the Group's business and operations. This also enables the Company to solicit feedback from the investment community on a range of strategic and topical issues which provide valuable insights to the Company on investors' views. When opportunities arise, the Company conducts media interviews to give its Shareholders and the public a better perspective of the Group's business, operations and prospects. The investor relations team can be contacted through the Company's corporate website at https://www.jumbogroup.sg. The investor relations team has procedures in place for responding to queries from shareholders on a timely basis.

5. MANAGING STAKEHOLDER RELATIONSHIPS

Engagement with Stakeholders

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced, when compared to the needs and interests of its stakeholders. Stakeholders of the Company include but are not limited to its customers, employees, suppliers, investors, shareholders, and regulators.

The Company has regularly engaged its stakeholders through various channels to ensure that the business interests of the Company are aligned with those stakeholders. Pertinent information is regularly conveyed to the stakeholders through SGXNET. Details of the stakeholders engaged by the Company can be found in the Company's Sustainability Report which will be released by 28 February 2022. The sustainability report will share information on the Company's sustainability governance structure, stakeholder engagement as well as materiality processes and results.

The Company also maintains a corporate website at https://www.jumbogroup.sg to communicate and engage with stakeholders.

INVESTMENT COMMITTEE

The IC is chaired by Dr. Lim Boh Soon and comprises Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee and Mr. Ang Kiam Meng. Save for Mr. Ang Kiam Meng, who is the Group CEO and Executive Director, the rest of the IC are Independent Directors. The principal role of the IC is to set overall investment guidelines for the Group and to assess, review and recommend investment opportunities. The IC has held one (1) meeting in FY2021.

DEALINGS IN SECURITIES

(Rule 1204(19) of the Catalist Rules)

The Company has adopted an internal compliance code on dealings in the Company's securities, pursuant to Rule 1204(19) of the Catalist Rules, which all Directors and officers of the Group have been notified of. The Company, all Directors and officers of the Group are prohibited from dealing in the Company's securities during the period commencing one (1) month before the announcement of its half-year and full-year financial results.

All Directors and officers of the Group are expected to observe insider trading laws at all times. In particular, they are aware that dealing in the Company's securities, when they are in possession of unpublished material price-sensitive information in relation to those securities, is an offence. The Directors and officers of the Group are also discouraged from dealing in the Company's securities on short-term considerations.

INTERESTED PERSON TRANSACTIONS

(Rules 907 and 1204(17) of the Catalist Rules)

The Group has adopted an internal policy in respect of any transaction with an interested party within the definition set out in Chapter 9 of the Catalist Rules and has in place procedures for review and approval of all interested person transactions. In the event that a potential conflict of interest arises, the Director concerned will not participate in discussions, abstain from decision-making, and refrain from exercising any influence over other members of the Board.

The Group does not have a general mandate for interested person transactions. There were no interested person transactions of $100,000 or more in FY2021.

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and the transactions will not be prejudicial to the interest of the Group and its minority Shareholders. To ensure compliance with Chapter 9 of the Catalist Rules, the Board and the AC review, on a half-yearly basis, interested person transactions entered into by the Group (if any).

MATERIAL CONTRACTS

(Rule 1204(8) of the Catalist Rules)

Save for the service agreements between the Company and the Executive Directors, disclosures in the section entitled "Directors' Statement" of this annual report and the Financial Statements of the Group, there were no other material contracts of the Company and its subsidiaries involving the interests of the Group CEO, any Director or controlling Shareholder which is either subsisting at the end of FY2021 or, if not then subsisting, entered into since the end of FY2021.

NON–SPONSOR FEES

(Rule 1204(21) of the Catalist Rules)

There were no non-sponsor fees paid to the Company's sponsor, United Overseas Bank Limited, in FY2021.

DIRECTORS' STATEMENT

The directors present their statement together with the audited consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the financial year ended 30 September 2021.

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 60 to 133 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 30 September 2021, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

1 DIRECTORS

The directors of the Company in office at the date of this statement are:

Tan Cher Liang
Ang Kiam Meng
Tan Yong Chuan, Jacqueline
Christina Ang Chwee Huan
Richard Tan Kheng Swee
Lim Boh Soon
Sim Yu Juan Rachel

2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate, except for the performance share plan mentioned in paragraph 4 of the Directors' Statement.

DIRECTORS' STATEMENT

3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations as recorded in the register of directors' shareholdings kept by the Company under Section 164 of the Companies Act 1967 (Singapore) except as follows:

	Shareholdings registered in the name of directors	
Name of directors and companies in which interests are held	**At beginning of year**	**At end of year**
<u>Jumbo Group Limited</u>		
(Ordinary shares)		
Ang Kiam Meng	10,223,863	10,223,863
Tan Yong Chuan, Jacqueline	3,006,352	3,006,352
Christina Ang Chwee Huan	2,512,942	2,512,942
Sim Yu Juan Rachel	200,000	200,000
<u>JBO Holdings Pte Ltd</u>		
(Ordinary shares)		
Ang Kiam Meng	88,134	88,134
Tan Yong Chuan, Jacqueline	27,248	27,248
Christina Ang Chwee Huan	8,544	8,544

The directors' interests in the shares and options of the Company at 21 October 2021 were the same at 30 September 2021.

4 SHARE OPTIONS AND PERFORMANCE SHARE PLAN

(a) *Options to take up unissued shares*

During the financial year, no options to take up unissued shares of the Company or any other corporation in the Group were granted.

(b) *Options exercised*

During the financial year, there were no shares of the Company or any other corporation in the Group issued by virtue of the exercise of an option to take up unissued shares.

(c) *Unissued shares under option*

At the end of the financial year, there were no unissued shares of the Company or any other corporation in the Group under option.

Performance Share Plan

The Performance Share Plan, adopted by the Company at an extraordinary general meeting of the Company held on 19 October 2015, was implemented to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate eligible participants to achieve increased performance, and further strengthen the Company's competitiveness in attracting and retaining talent.

The proposed participation by the Company and grant of share awards ("Awards") to Mr. Ang Kiam Meng under the Performance Share Plan was approved by shareholders at an EGM held on 26 January 2017.

On 23 February 2017, the Company granted Awards comprising up to 500,000 shares to Mr. Ang Kiam Meng under the Performance Share Plan.

	Number of shares comprised in Awards under the Performance Share Plan			
Name of participant	**Aggregate granted during the financial year ended 30 September 2021**	**Aggregate granted since commencement of the Performance Share Plan to 30 September 2021**	**Aggregate issued and/or transferred pursuant to the vesting of Awards since commencement of the Performance Share Plan to 30 September 2021**	**Aggregate not released as at 30 September 2021**
Ang Kiam Meng [1]	–	500,000	500,000 [2]	–

(1) The Awards were granted to Mr. Ang Kiam Meng on 23 February 2017 with a vesting period of (a) within 2 months from 26 January 2017 for up to 150,000 shares; and (b) within 2 months from the date of issuance of the Group's audited financial statements for the financial year ended 30 September 2017 for up to 350,000 shares. The number of shares to be vested will be subject to the achievement of pre-determined performance targets over the performance period.

(2) 150,000 and 350,000 shares were allotted and issued to Mr. Ang Kiam Meng on 23 March 2017 and 28 February 2018 respectively, pursuant to the vesting of the Awards.

Awards were granted also to associates of controlling shareholders and other employees of the Company and are disclosed in Note 26 of the notes of the financial statements. Save as disclosed above, there were no Awards granted to directors or controlling shareholders of the Company, from the commencement of the Performance Share Plan to the end of the financial year. In addition, no individual has been granted 5.0% or more of the total number of shares to be comprised in Awards available under the Performance Share Plan, from the commencement of the Performance Share Plan to the end of the financial year.

5 AUDIT COMMITTEE

The Audit Committee of the Company, consisting all independent and non-executive directors, is chaired by Mr Tan Cher Liang, and includes Mr Richard Tan Kheng Swee and Dr Lim Boh Soon. The Audit Committee has met three times since the last Annual General Meeting ("AGM") and has reviewed the following, where relevant, with the executive directors and external and internal auditors of the Company:

(a) The audit plans, scope of work, evaluation of the adequacy of the internal controls, audit reports, management letters on internal controls and management response;

(b) The adequacy and effectiveness of the Group's internal controls addressing financial, operational, compliance and information technology risks prior to the incorporation of such results in the annual report;

(c) The statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditors' report on those financial statements;

(d) The half-year and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;

(e) The co-operation and assistance given by the management to the Group's external auditors;

(f) Interested person transactions falling within the scope of Chapter 9 of the Listing Manual, Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited and other relevant statutory requirements and any potential conflicts of interests; and

(g) The re-appointment of the external and internal auditors of the Group.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Deloitte & Touche LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

6 AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

ON BEHALF OF THE DIRECTORS

Tan Cher Liang

Ang Kiam Meng

7 January 2022

INDEPENDENT AUDITOR'S REPORT

To the members of Jumbo Group Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Jumbo Group Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 30 September 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 60 to 133.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 30 September 2021 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters (cont'd)

Key Audit Matter	How the matter was addressed in the audit
Impairment of property, plant and equipment and right–of–use assets of non–performing outlets At 30 September 2021, the carrying value of the Group's property, plant and equipment and right-of-use assets were $23,817,000 and $23,360,000 respectively, which represent 23% and 23% of the Group's total assets respectively. The Group operates outlets in Singapore, China and Taiwan. The Group has several outlets that incurred losses during the financial year ended 30 September 2021. Management performed impairment assessment on the property, plant and equipment and right-of-use assets of these outlets. Management determined the recoverable amounts of the property, plant and equipment and right-of-use assets of these outlets based on value in use calculations and recorded a net impairment loss of $83,000. This area was significant to our audit because the impairment assessment involved significant management judgement and required the management to make various assumptions including the revenue growth rates and discount rates used in the underlying discounted cash flow forecasts. The Group's disclosure on property, plant and equipment and right-of-use assets is set out in Notes 3(c), 16 and 17 to the financial statements.	We performed procedures to evaluate the design and implementation of the relevant controls management has over the impairment review analysis. We involved our valuation specialist to assess the valuation method used by the management and evaluated the key assumptions used in the impairment assessment, in particular the revenue growth rates and discount rates. We tested the robustness of management's budgeting process by comparing the actual financial performance against previously forecasted results. We compared the revenue growth rates of the non-performing outlets to the recent performance and market expectations. We also reviewed management's sensitivity analysis of the carrying amounts of property, plant and equipment and right-of-use assets to changes in certain key assumptions such as revenue growth rates and discount rates. Based on the outcome of the impairment assessment, some of the recoverable amounts of the property, plant and equipment and right-of-use assets of these loss-making outlets based on value in use calculations were lower than the carrying amounts as at the end of the reporting period and the shortfall is recorded as impairment loss in profit or loss. In addition, we assessed the adequacy of the disclosures on the property, plant and equipment and right-of-use assets in Notes 3(c), 16 and 17 to the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair view financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

(d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Mr Ang Chun Hwee Benny.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

7 January 2022

STATEMENTS OF FINANCIAL POSITION

As at 30 September 2021

		Group		Company	
	Note	2021	2020	2021	2020
		$'000	$'000	$'000	$'000
ASSETS					
Current assets					
Cash and cash equivalents	6	20,462	27,745	5,410	12,858
Trade and other receivables	7(a)	11,535	11,141	14	18
Short-term investments	8	8,847	343	4,992	–
Inventories	9	2,289	2,406	–	–
Total current assets		43,133	41,635	10,416	12,876
Non–current assets					
Due from subsidiaries	7(b)	–	–	37,154	29,591
Investments in subsidiaries	10	–	–	5,424	5,424
Investments in associates	11	735	1,178	–	–
Other investments	12	325	325	–	–
Investments at fair value through profit or loss ("FVTPL")	13	2,629	3,109	–	–
Goodwill	14	3,466	1,621	–	–
Intangible assets	15	480	217	–	–
Right-of-use assets	16	23,360	23,308	–	–
Property, plant and equipment	17	23,817	23,554	–	–
Club memberships	18	238	238	–	–
Deferred tax assets	19	3,781	–	–	–
Other non-current asset	20	–	817	–	–
Total non-current assets		58,831	54,367	42,578	35,015
Total assets		101,964	96,002	52,994	47,891

See accompanying notes to financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 30 September 2021

	Note	Group 2021	Group 2020	Company 2021	Company 2020
		$'000	$'000	$'000	$'000
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	21	11,012	9,190	222	301
Provision for reinstatement costs	22	3,534	1,989	–	–
Lease liabilities	23	10,576	11,767	–	–
Bank borrowings	24	4,491	1,584	960	–
Income tax payable		–	356	–	–
Total current liabilities		29,613	24,886	1,182	301
Non–current liabilities					
Lease liabilities	23	14,411	12,871	–	–
Bank borrowings	24	10,858	549	4,040	–
Deferred tax liabilities	19	13	370	–	–
Total non-current liabilities		25,282	13,790	4,040	–
Capital, reserves and non–controlling interests					
Share capital	25	49,436	48,806	49,436	48,806
Treasury shares	26	(405)	(438)	(405)	(438)
Currency translation reserve		174	(191)	–	–
Merger reserve	27	(2,828)	(2,828)	–	–
(Accumulated losses) Retained earnings		(1,770)	9,994	(1,259)	(778)
Equity attributable to owners of the Company		44,607	55,343	47,772	47,590
Non-controlling interests	10	2,462	1,983	–	–
Total equity		47,069	57,326	47,772	47,590
Total liabilities and equity		101,964	96,002	52,994	47,891

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 30 September 2021

	Note	Group 2021 $'000	Group 2020 $'000
Revenue	28	81,790	97,573
Raw materials and consumables used		(30,936)	(36,148)
Change in inventories		117	(692)
Other income	29	6,001	10,551
Employee benefits expense		(34,930)	(38,493)
Operating lease expenses	33	(1,084)	(3,477)
Utilities expenses		(2,876)	(3,127)
Depreciation and amortisation:			
- Property, plant and equipment	17	(6,766)	(6,707)
- Right-of-use assets	16	(12,657)	(10,369)
- Intangible assets	15	(28)	(29)
Interest expense:			
- Leases		(980)	(783)
- Bank borrowings		(163)	(48)
Impairment loss recognised on financial assets	7(a)	–	(2,324)
Impairment loss recognised on property, plant and equipment, net	17	(83)	(1,353)
Other operating expenses	30	(11,847)	(14,253)
Share of results of associates		(443)	(295)
Loss before income tax		(14,885)	(9,974)
Income tax credit	31	3,690	104
Loss for the year	33	(11,195)	(9,870)
Other comprehensive income:			
Item that may be reclassified subsequently to profit or loss			
Exchange differences arising on translation of foreign operations		275	379
Other comprehensive income for the year, net of tax		275	379
Total comprehensive loss for the year		(10,920)	(9,491)
(Loss) Profit attributable to:			
Owners of the Company		(11,764)	(8,169)
Non-controlling interests		569	(1,701)
		(11,195)	(9,870)
Total comprehensive (loss) income attributable to:			
Owners of the Company		(11,399)	(7,839)
Non-controlling interests		479	(1,652)
		(10,920)	(9,491)
Basic and diluted loss per share (cents)	35	(1.8)	(1.3)

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN EQUITY

Year ended 30 September 2021

	Share capital	Treasury shares	Currency translation reserve	Merger reserve	Retained earnings (Accumulated losses)	Equity attributable to owners of the Company	Non–controlling interests	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Group								
Balance at 1 October 2019	48,806	(447)	(521)	(2,828)	22,648	67,658	3,095	70,753
Total comprehensive loss for the year:								
Loss for the year	–	–	–	–	(8,169)	(8,169)	(1,701)	(9,870)
Other comprehensive income for the year	–	–	330	–	–	330	49	379
Transactions with owners, recognised directly in equity:								
Dividend paid to owners of the Company (Note 36)	–	–	–	–	(4,485)	(4,485)	–	(4,485)
Capital contribution from non-controlling interests in subsidiaries	–	–	–	–	–	–	540	540
Repurchase of treasury shares (Note 26)	–	(159)	–	–	–	(159)	–	(159)
Reissue of treasury shares (Note 26)	–	168	–	–	–	168	–	168
Balance at 30 September 2020	48,806	(438)	(191)	(2,828)	9,994	55,343	1,983	57,326
Total comprehensive loss for the year:								
(Loss) Profit for the year	–	–	–	–	(11,764)	(11,764)	569	(11,195)
Other comprehensive income (loss) for the year	–	–	365	–	–	365	(90)	275
Transactions with owners, recognised directly in equity:								
Acquisition of a subsidiary (Notes 10 and 25)	630	–	–	–	–	630	–	630
Reissue of treasury shares (Note 26)	–	33	–	–	–	33	–	33
Balance at 30 September 2021	49,436	(405)	174	(2,828)	(1,770)	44,607	2,462	47,069

See accompanying notes to financial statements.

STATEMENTS OF CHANGES IN EQUITY

Year ended 30 September 2021

	Share capital	Treasury shares	Retained earnings (Accumulated losses)	Total
	$'000	**$'000**	**$'000**	**$'000**
Company				
Balance at 1 October 2019	48,806	(447)	4,183	52,542
Transactions with owners, recognised directly in equity:				
Repurchase of treasury shares (Note 26)	–	(159)	–	(159)
Reissue of treasury shares (Note 26)	–	168	–	168
Dividend paid to owners of the Company (Note 36)	–	–	(4,485)	(4,485)
Loss for the year, representing total comprehensive loss for the year	–	–	(476)	(476)
Balance at 30 September 2020	48,806	(438)	(778)	47,590
Transactions with owners, recognised directly in equity:				
Reissue of treasury shares (Note 26)	–	33	–	33
Acquisition of a subsidiary (Notes 10 and 25)	630	–	–	630
Loss for the year, representing total comprehensive loss for the year	–	–	(481)	(481)
Balance at 30 September 2021	49,436	(405)	(1,259)	47,772

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 September 2021

	Group	
	2021	2020
	$'000	$'000
Operating activities		
Loss before income tax	(14,885)	(9,974)
Adjustments for:		
Depreciation of property, plant and equipment	6,766	6,707
Depreciation of right-of-use assets	12,657	10,369
Amortisation of intangible assets	28	29
Impairment loss on property, plant and equipment	83	1,353
Impairment loss recognised on financial assets	–	2,324
Other receivables written off	–	212
Interest expense: leases	980	783
Interest expense: bank borrowings	163	48
Interest income	(118)	(182)
Property, plant and equipment written off	442	148
Gain on disposal of property, plant and equipment	(5)	(9)
Fair value loss on investments at fair value through profit or loss	480	92
Fair value (gain) loss on short-term investments	(141)	89
Rental rebates and concessions	(1,364)	–
Share-based payment expense	33	168
Termination of lease	(95)	–
Unrealised foreign exchange loss	–	242
Share of results of associates	443	295
Operating cash flows before movements in working capital	5,467	12,694
Trade and other receivables	(394)	447
Inventories	117	(572)
Trade and other payables	1,356	(4,664)
Cash generated from operations	6,546	7,905
Interest income received	118	182
Interest paid	(1,143)	(831)
Income tax paid	(804)	(2,010)
Net cash from operating activities	4,717	5,246

See accompanying notes to financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 30 September 2021

	Group	
	2021	2020
	$'000	$'000
Investing activities		
Acquisition of property, plant and equipment [Note (a)]	(5,027)	(7,500)
Acquisition of investment in associates	–	(277)
Acquisition of business assets	–	(840)
Acquisition of treasury shares	–	(159)
Acquisition of short-term investment	(8,363)	(250)
Additions to other non-current asset	–	(817)
Proceeds from disposal of property, plant and equipment	93	70
Proceeds from reduction of investments in associate	–	250
Reinstatement cost paid	(76)	(80)
Acquisition of a subsidiary (Note 10)	(1,469)	–
Net cash used in investing activities	(14,842)	(9,603)
Financing activities		
Capital contribution from non-controlling interests in subsidiaries	–	540
Repayment of bank borrowings	(984)	(309)
Repayment of lease obligations	(10,543)	(10,263)
Proceeds from bank borrowings	14,200	–
Dividends paid	–	(4,485)
Net cash from (used in) financing activities	2,673	(14,517)
Net decrease in cash and cash equivalents	(7,452)	(18,874)
Cash and cash equivalents at beginning of the year	27,745	46,575
Effect of foreign exchange rate changes	169	44
Cash and cash equivalents at end of the year (Note 6)	20,462	27,745

Note (a):

Addition of property, plant and equipment	(7,782)	(7,756)
Add non-cash movements:		
Provision for reinstatement costs	1,472	–
Other payables	466	256
Reclassification from other non-current assets	817	–
	(5,027)	(7,500)

See accompanying notes to financial statements.

1 GENERAL

The Company (Registration No. 201503401Z) is incorporated in Singapore with its principal place of business and registered office at 4 Kaki Bukit Avenue 1, #03-08, Singapore 417939. The Company is listed on the Singapore Exchange Securities Trading Limited ("SGX-ST"). The financial statements are expressed in Singapore dollars.

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries and associates are disclosed in Notes 10 and 11 to the financial statements respectively.

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the year ended 30 September 2021 were authorised for issue by the Board of Directors on 7 January 2022.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The financial statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below, and are drawn up in accordance with the provisions of the Companies Act 1967 (Singapore) and Singapore Financial Reporting Standards (International) ("SFRS(I)s").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 *Share-based Payment*, leasing transactions that are within the scope of SFRS(I) 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 *Inventories* or value in use in SFRS(I)1-36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

ADOPTION OF NEW AND REVISED STANDARDS - On 1 October 2020, the Group and the Company adopted all the new and revised SFRS(I) pronouncements that are relevant to its operations. The adoption of these new/revised SFRS(I) pronouncements does not result in changes to the Group's and the Company's accounting policies and has no material effect on the amounts reported for the current or prior years, except as discussed below:

<u>Adoption of Amendment to SFRS(I) 16: *COVID-19-Related Rent Concessions beyond 30 June 2021*</u>

The amendment provides practical relief to lessees in accounting for rent concessions occurring as a direct consequences of COVID-19, by introducing a practical expedient to SFRS(I) 16. The practical expedient permits a lessee to elect not to assess whether a COVID-19 related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change applying SFRS(I) 16 if the change were not a lease modification. The practical expedient applies only to rent concessions occurring as a direct consequence of COVID-19 and only if all of the following conditions are met:

a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

b) Any reduction in lease payments affects only payments originally due in on or before June 30, 2021 (a rent concession meets this condition if it results in reduced lease payments on or before June 30, 2021 and increased lease payments that extend beyond June 30, 2021); and

c) There is no substantive change to other terms and conditions of the lease.

In March 2021, Accounting Standards Council Singapore issued Covid-19-Related Rent Concessions beyond 30 June 2021 (Amendment to SFRS(I) 16) that extends the practical expedient to apply to reduction in lease payments originally due on or before June 30, 2022.

During the financial year, the Group applied the Amendment to SFRS(I) 16 in advance of its effective date. The Group has applied the practical expedient retrospectively to all rent concessions that became eligible for the practical expedient as a result of the March 2021 amendment. The Group has benefited from various months of non-mandatory waiver of lease payments from the landlords on certain outlets of the Group granted in 2021 for lease payments due before June 30, 2022. The waiver of lease payments amounted to $1,364,000 (2020: $2,082,000) has been accounted for as a negative variable lease payment in profit or loss as other income in current financial year. The Group has derecognised the part of the lease liability that has been extinguished by the forgiveness of lease payments, consistent with the requirements of SFRS(I) 9:3.3.1.

BASIS OF COMBINATION - In 2015, the financial statements incorporated the financial statements of the Company and its subsidiaries and had been prepared using the principles of merger accounting and on the assumption that the re-organisation of entities controlled by the same shareholders collectively had been effected as at the beginning of the earliest period presented in these financial statements.

Under merger accounting, the assets, liabilities, revenue, expenses and cash flows and all the entities within the Group are combined after making such adjustments as are necessary to achieve consistency of accounting policies. This manner of presentation reflects the economic enterprise, although the legal parent-subsidiary relationship between the Company and the subsidiaries was not established until 9 November 2015.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Where necessary, adjustments are made to the financial statements of the Group entities to bring their accounting policies in line with those used by other members of the Group.

All significant intercompany transactions and balances between Group enterprises are eliminated on combination.

BASIS OF CONSOLIDATION - The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring its accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiaries and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiaries (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable SFRS(I)s). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9, or when applicable, the cost on initial recognition of an investment in an associate.

In the Company's separate financial statements, investments in subsidiaries and associates are carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

BUSINESS COMBINATIONS - Acquisitions of businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates at fair value, with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the SFRS(I) are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits* respectively;

- Liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in SFRS(I) 2 Share-based Payment at the acquisition date; and

- Assets (or disposal Groups) that are classified as held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another SFRS(I).

If the initial accounting for a business combination is incomplete by the end of the financial year in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year from acquisition date.

FINANCIAL INSTRUMENTS - Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of financial assets is under a contract whose terms require delivery of assets within the time frame established by the market concerned.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at fair value through profit or loss (FVTPL).

Despite the aforegoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and

- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Amortised cost and effective interest method (cont'd)

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI.

Debt instruments classified as at FVTOCI

Fair value is determined in the manner described in note 4(vi) to financial statements. These debt instruments are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of these debt instruments as a result of foreign exchange gains and losses, impairment gains or losses, and interest income calculated using the effective interest method are recognised in profit or loss. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. All other changes in the carrying amount of these debt instruments recognised in other comprehensive income and accumulated in the investments revaluation reserve. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination to which SFRS(I) 3 applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained earnings.

The Group has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial recognition (see Note 12).

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.

- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value as at each reporting date, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other income" line item (Note 29). Fair value is determined in the manner described in Note 4(c)(vi).

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate as at each reporting date. Specifically,

- for financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "other income" line item;

- for debt instruments measured at FVTOCI that are not part of a designated hedging relationship, exchange differences on the amortised cost of the debt instrument are recognised in profit or loss in the "other income" line item; and

- for equity instruments measured at FVTOCI, exchange differences are recognised in other comprehensive income in the investments revaluation reserve; and

- for financial assets measured at FVTPL that are not part of a designated hedging relationship, exchange differences are recognised in profit or loss in the "other income" line item.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at FVTOCI. No impairment loss is recognised for investments in equity instruments. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Significant increase in credit risk (cont'd)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group) as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

a) significant financial difficulty of the issuer or the borrower; or

b) a breach of contract, such as a default or past due event; or

c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or

d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for loan commitments and financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Derecognition of financial assets (cont'd)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, except for short-term balances when the recognition of interest would be immaterial.

Bank borrowings

Interest-bearing bank borrowings are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs (see below).

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting arrangements

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when the Company and the Group has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. A right to set-off must be available today rather than being contingent on a future event and must be exercisable by any of the counterparties, both in the normal course of business and in the event of default, insolvency or bankruptcy.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost as at each reporting date, the foreign exchange gains and losses are determined based on the amortised cost of the instruments. These foreign exchange gains and losses are recognised in the "other income" and "other operating expenses" line item in profit or loss for financial liabilities that are not part of a designated hedging relationship.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss for financial liabilities that are not part of a designated hedging relationship.

LEASES

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee. The rate is defined as the rate of interest that the lease would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;

- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; and

- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

LEASES (cont'd)

The Group as lessee (cont'd)

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;

- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or

- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'operating lease expenses' in the statement of profit or loss and other comprehensive income.

As a practical expedient, SFRS(I) 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group has applied the practical expedient which permits a lessee to elect not to assess whether a COVID-19-related rent concession is a lease modification and accordingly has accounted for any change in lease payments resulting from the COVID-19-related rent concessions applying SFRS(I) 16 as if the change were not a lease modification.

INVENTORIES - Inventories comprising mainly food and beverages are stated at the lower of cost and net realisable value. Cost comprises all cost of purchase and overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

PROPERTY, PLANT AND EQUIPMENT - Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, other than plant and equipment under work in progress, using the straight-line method, on the following bases:

Audio, visual and office equipment	-	3 to 10 years
Kitchen equipment and utensils	-	3 to 10 years
Furniture and fittings	-	3 to 10 years
Renovation	-	3 to 10 years
Leasehold industrial properties	-	44 to 50 years
Motor vehicles	-	10 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each financial year, with the effect of any changes in estimate accounted for on a prospective basis.

Work in progress relates to kitchen equipment and renovation. Depreciation of these assets commences when the assets are ready for intended use.

Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

GOODWILL - Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the acquiree over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or the relevant cash generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

INTANGIBLE ASSETS – Intangible assets acquired in a business combination are identified and recognised separately from goodwill. The cost of such intangible assets is their fair value at the acquisition date. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

Intangible assets with finite useful lives (franchise rights) are amortised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed as at each reporting date, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives (trademark) that are acquired separately are carried at cost less accumulated impairment losses and are reviewed for impairment at least annually, or more frequently when there is an indication that the assets may be impaired.

Amortisation is charged so as to write off the cost of assets over their estimated useful life of 10 years using the straight-line method.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

IMPAIRMENT OF NON-FINANCIAL ASSETS EXCLUDING GOODWILL - At the end of each financial year, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years.

ASSOCIATES - An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of SFRS(I) 1-36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with SFRS(I) 1-36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount, any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with SFRS(I) 1-36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with SFRS(I) 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate is disposed of.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

PROVISIONS - Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provision for reinstatement costs

The Group recognises a liability if the Group has a present legal or constructive obligation to reinstate the leased premises to their original state upon expiry of the lease. The provision is made based on management's best estimate of the expected costs to be incurred to reinstate the leased premises to their original state.

SHARE-BASED PAYMENTS - The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

TREASURY SHARES - The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Provision for reinstatement costs (cont'd)

GOVERNMENT GRANTS - Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received. Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

REVENUE RECOGNITION - Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer and excludes amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to a customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Sale of food and beverages

Revenue from the sale of food and beverages is recognised at a point in time which is usually upon the delivery of goods to customers.

Franchise and royalty income

Initial franchise income is recognised at the point in time upon the grant of rights, completion of the designated phases of the franchise setup and transfer of know-how to the franchisee in accordance with the terms stated in the franchise agreement. Royalty income is recognised over time as a percentage of the franchisees' revenue in accordance with terms as stated in the franchise agreement.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Management fees

Revenue from management contracts is recognised over the management period when the services are rendered.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Sponsorship income

Sponsorship income from suppliers is recognised when the rights to receive payment have been established.

BORROWING COSTS - Borrowing costs are recognised in profit or loss in the period in which they are incurred.

RETIREMENT BENEFIT COSTS - Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

EMPLOYEE LEAVE ENTITLEMENT - Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

CLUB MEMBERSHIP - This comprises of investment in club membership which is stated at cost less any impairment in net recoverable value that has been recognised in profit or loss.

INCOME TAX - Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Group expects, at the end of the financial year, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively), or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS - The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in Singapore dollars, which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of each reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollars using exchange rates prevailing on the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of foreign currency translation reserve.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a jointly controlled entity that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

MERGER RESERVE - Merger reserve represents the difference between the nominal amount of the share capital of the subsidiaries at the date on which it was acquired by the Company and the amount of the share capital issued as consideration for the acquisition.

CASH AND CASH EQUIVALENTS IN THE STATEMENT OF CASH FLOWS - Cash and cash equivalents in the statement of cash flows comprise cash at bank and on hand and deposits, that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

Critical judgements in applying the Group's accounting policies

Apart from those involving estimates, management is of the opinion that any instance of application of judgement is not expected to have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

(a) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. No impairment loss was recognised during the financial year. The carrying amount of goodwill at the end of the reporting period is set out in Note 14 to the financial statements.

(b) Impairment of investments in subsidiaries

Investments in subsidiaries are stated at cost less any impairment loss. The Company follows the guidance of SFRS(I) 1-36 Impairment of Assets to determine when its investments in subsidiaries are impaired. The Company evaluates, among other factors, the market and economic environment in which the subsidiaries operate and the financial performance of the subsidiaries to determine whether there are indications of impairment loss and if so, whether the cost of investment in the subsidiaries exceed their net tangible assets values and fair value of investment less cost to sell.

The carrying amount of the investments in subsidiaries are set out in Note 10 to the financial statements.

(c) Impairment of property, plant and equipment and right-of-use assets of non-performing outlets

The Group has certain outlets that incurred losses during the financial year ended 30 September 2021 and 2020. Management performed impairment assessment on the property, plant and equipment and right-of-use assets of these outlets based on value in use calculations.

The recoverable amount of the relevant assets of the non-performing outlets has been determined on the basis of their value in use.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

Key sources of estimation uncertainty (cont'd)

(c) Impairment of property, plant and equipment and right-of-use assets of non-performing outlets (cont'd)

The key assumptions used for value-in-use calculations for property, plant and equipment and right-of-use assets of these outlets are as follows:

	2021			2020		
	Singapore	**PRC**	**Taiwan**	**Singapore**	**PRC**	**Taiwan**
Average revenue growth rate	14.2%	3.8%	7.0%	3.8%	3.9%	3.0%
Discount rate	9.5%	10.5%	9.5%	9.0%	12.2%	9.9%

The above assumptions were used for the analysis of the non-performing outlets.

Based on the assessment, an impairment loss of $468,000 (2020: $1,353,000) is recognised in profit or loss during the financial year for the non-performing outlets offset by a reversal of impairment loss of $385,000 (2020: $Nil) during the financial year due to improvement in the results of an overseas outlet.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed the recoverable amount of the property, plant and equipment and right-of-use assets.

The carrying amount of the right-of-use assets and property, plant and equipment are set out in Notes 16 and 17 to the financial statements.

(d) Loss allowance for trade and other receivables

Management assesses at the end of the reporting period the expected credit losses ("ECL") required for its trade and other receivables and amounts due from subsidiaries. When measuring ECL, management uses reasonable and supportable forward-looking information, including taking into consideration the past collection history, financial information and future business plans of the associates.

Based on the assessment, management recorded an allowance for ECL of $2,324,000 on trade and other receivables due from an associate in 2020. The carrying amount of trade and other receivables and amounts due from subsidiaries at the end of the reporting period are set out in Notes 7(a) and 7(b) to the financial statements.

(e) Deferred tax assets

Deferred tax assets are recognised for the carryforward of unused tax losses, unused tax credits and temporary differences to the extent that it is probable that taxable profit will be available in the foreseeable future. In making its judgement, management takes into account elements such as the likely timing and level of future taxable profits together with the long-term business strategy and tax planning opportunities. The carrying amount of deferred tax assets at the end of the reporting period is set out in Note 19 to the financial statements.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group	
	2021	**2020**
	$'000	**$'000**
Financial assets		
Financial assets at amortised cost	28,786	35,680
Financial assets at FVTOCI:		
Equity instruments classified as FVTOCI	75	75
Debt instruments designated as at FVTOCI	250	250
Financial assets measured at FVTPL	11,476	3,452
Financial liabilities		
Financial liabilities at amortised cost	22,774	9,109
Lease liabilities	24,987	24,638

	Company	
	2021	**2020**
	$'000	**$'000**
Financial assets		
Financial assets at amortised cost	42,564	42,449
Financial assets measured at FVTPL	4,992	–
Financial liabilities		
Financial liabilities at amortised cost	5,222	301

(b) Financial instruments subject to offsetting, enforceable master netting arrangements and similar arrangements

The Group and the Company do not have any financial instruments which are subject to offsetting, enforceable master netting arrangements or similar agreements.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the costs of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. The Group does not hold or issue derivative financial instruments for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below:

(i) Foreign exchange risk management

The Group operates principally in Singapore and has operations in the People's Republic of China ("PRC") and Taiwan, giving rise to some exposures to market risk from changes in foreign exchange rates primarily with respect to Chinese Renminbi and New Taiwan Dollar. The Group relies on the natural hedges between such transactions.

The Group does not enter into any derivative contracts to hedge the foreign exchange risk. The Group's monetary assets and monetary liabilities are largely denominated in the respective Group entities' functional currencies.

As the Group's and Company's principal operations are predominately in Singapore, it is not significantly exposed to foreign exchange risk and thus foreign currency risk sensitivity analysis has not been disclosed.

(ii) Interest rate risk management

The Group and the Company are not exposed to significant interest rate risk as the bank borrowings mainly bear fixed interest rate and there are no other significant interest-bearing assets and liabilities. Further details can be found in Note 24 to the financial statements.

No sensitivity analysis is prepared as the Group and the Company do not expect any material effect on the Group's and Company's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the reporting period.

(iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(iii) Credit risk management (cont'd)

The Group's credit risk is primarily attributable to its cash and bank balances and trade and other receivables. Liquid funds are placed with financial institutions with high credit ratings. The credit risk with respect to the trade receivables is limited as the Group's revenue are generated mainly from cash and credit card sales. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant apart from receivables due from an associate.

Other than the receivables from the associates (Note 7), the Group has no significant concentration of credit risk. Trade receivables are spread over a broad base of customers.

The Company is exposed to a concentration of credit risk as 100% (2020: 100%) of its receivables are due from subsidiaries, Jumbo Group of Restaurants Pte Ltd and Jumbo F&B Services Pte Ltd (2020: Jumbo Seafood Pte Ltd and Jumbo Group of Restaurants Pte Ltd). These subsidiaries have been assessed to be creditworthy and management has assessed that no allowance for doubtful receivables is required.

The carrying amount of financial assets recorded in the financial statements represents the Group's and the Company's maximum exposure to credit risks.

The Group and Company develop and maintain its credit risk gradings to categorise according to their degree of risk of default. Management uses the Group's own trading records to rate its customers and other debtors.

The Group's current credit risk grading framework comprises the following categories:

Category	**Description**	**Basis for recognising expected credit losses (ECL)**
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL - not credit-impaired
In default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(iii) Credit risk management (cont'd)

Further details of credit risk on trade and other receivables are disclosed in Note 7 to the financial statements. The tables below detail the credit quality of the Group's and Company's financial assets as well as maximum exposure to credit risk by credit risk rating grades:

	Note	Internal credit rating	12–month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
Group				**$'000**	**$'000**	**$'000**
2021						
Trade receivables - outside parties	7(a)	(i)	Lifetime ECL (simplified approach)	731	–	731
Other receivables - outside parties	7(a)	(ii)	12-month ECL	442	–	442
Trade receivables - associates	7(a)	(i)	Lifetime ECL (simplified approach)	231	–	231
Other receivables - associate	7(a)	(ii)	Lifetime ECL	2,264	(2,264)	–
Other receivables - associates	7(a)	(ii)	12-month ECL	2,303	–	2,303
Staff loans	7(a)	(ii)	12-month ECL	6	–	6
Refundable deposits	7(a)	(ii)	12-month ECL	4,611	–	4,611
					(2,264)	
Company						
2021						
Due from subsidiaries	7(b)	(ii)	12-month ECL	37,154	–	37,154
					–	

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(iii) Credit risk management (cont'd)

	Note	Internal credit rating	12–month or lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
Group				**$'000**	**$'000**	**$'000**
2020						
Trade receivables - outside parties	7(a)	(i)	Lifetime ECL (simplified approach)	1,140	–	1,140
Other receivables - outside parties	7(a)	(ii)	12-month ECL	422	–	422
Trade receivables - associates	7(a)	(i)	Lifetime ECL (simplified approach)	119	(60)	59
Other receivables - associate	7(a)	(ii)	Lifetime ECL	2,264	(2,264)	–
Other receivables - associates	7(a)	(ii)	12-month ECL	1,725	–	1,725
Staff loans	7(a)	(ii)	12-month ECL	29	–	29
Refundable deposits	7(a)	(ii)	12-month ECL	4,560	–	4,560
					(2,324)	
Company						
2020						
Due from subsidiaries	7(b)	(ii)	12-month ECL	29,591	–	29,591
					–	

(i) For trade related balances, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

(ii) For non-trade related balances, the Group has measured the loss allowance at an amount equal to 12-month ECL except for the receivables due from an associate as detailed in Note 7(a) to the financial statements.

Details of management's evaluation of credit risk related to short-term investments, other investments at FVTOCI and investments at FVTPL are disclosed in Notes 8, 12 and 13 to the financial statements respectively.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(iv) Equity price risk management

The Group is exposed to equity risks arising from equity investments classified as short-term investments and investments at FVTPL. Equity instruments designated as at FVTOCI is unquoted, and is held for strategic rather than trading purposes.

Further details of the short-term investments, other investments at FVTOCI and investments at FVTPL are disclosed in Notes 8, 12 and 13 to the financial statements respectively.

Equity price sensitivity

If equity price has been 10% higher/lower:

- the Group's net profit for the year ended 30 September 2021 would increase/decrease by $811,000 (2020: $345,000); and
- the Group's other comprehensive income for the year ended 30 September 2021 would increase/decrease by $8,000 (2020: $8,000).

(v) Liquidity risk management

Liquidity risk refers to the risk that the Group may not be able to meet its obligations.

The Group maintains sufficient cash and bank balances and internally generated cash flows to finance its working capital requirements.

All financial liabilities are repayable on demand or due within 1 year from the end of the financial year except for lease liabilities and bank borrowings as disclosed in Notes 23 and 24 to the financial statements respectively.

All financial assets mature within 1 year from the end of the reporting period, except for other investments at FVTOCI and investments at FVTPL disclosed in Notes 12 and 13 to the financial statements respectively.

Company

The Company's financial liabilities as at 30 September 2021 are repayable on demand or due within 1 year from the end of the reporting period except for bank borrowings as disclosed in Note 24 to the financial statements. In 2020, the Company's financial liabilities are repayable on demand or due within 1 year from the end of the reporting period.

All financial assets are repayable on demand.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(v) Liquidity risk management

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the group and the company can be required to pay. The table includes both interest and principal cash flows. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial liability on the statement of financial position.

	Weighted average effective interest rate	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	%	$'000	$'000	$'000	$'000	$'000
Group						
2021						
Non-interest bearing	–	7,425	–	–	–	7,425
Lease liabilities (fixed rate)	7.90	11,372	12,647	3,110	(2,142)	24,987
Bank borrowings						
- Fixed rate	2.00	2,995	11,286	–	(664)	13,617
- Variable rate	2.01	1,743	–	–	(11)	1,732
		23,535	23,933	3,110	(2,817)	47,761
2020						
Non-interest bearing	–	6,976	–	–	–	6,976
Lease liabilities (fixed rate)	4.41	12,405	13,369	–	(1,136)	24,638
Bank borrowings (variable rate)	2.01	1,616	554	–	(37)	2,133
		20,997	13,923	–	(1,173)	33,747
Company						
2021						
Non-interest bearing	–	222	–	–	–	222
Bank borrowings (fixed rate)	2.0	1,052	4,207	–	(259)	5,000
		1,274	4,207	–	(259)	5,222

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(vi) Fair value of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other receivables, trade and payables and other liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The fair value of other classes of financial assets and liabilities are disclosed in the respective notes to the financial statements.

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

(a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

(b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2); and

(c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(vi) Fair value of financial assets and financial liabilities

Financial instruments measured at fair value

	Total	Level 1	Level 2	Level 3
	$'000	**$'000**	**$'000**	**$'000**
Group				
Financial assets				
2021				
Other investments				
- Debt instruments classified as at FVTOCI	250	250	–	–
- Equity instruments designated as at FVTOCI	75	–	–	75
FVTPL:				
- Structured deposits	3,371	–	3,371	–
- Unquoted equity investments	2,629	–	–	2,629
- Quoted equity shares	5,476	5,476	–	–
2020				
Other investments				
- Debt instruments classified as at FVTOCI	250	250	–	–
- Equity instruments designated as at FVTOCI	75	–	–	75
FVTPL:				
- Unquoted equity investments	3,109	–	–	3,109
- Quoted equity shares	343	343	–	–
Company				
Financial assets				
2021				
FVTPL:				
- Quoted equity shares	4,992	4,992	–	–

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(c) Financial risk management policies and objectives (cont'd)

(vi) Fair value of financial assets and financial liabilities (cont'd)

Financial instruments measured at fair value (cont'd)

The Group determines fair values of various financial assets in the following manner:

Fair value of the Group's and Company's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each financial year. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Financial assets	**Fair value ($)**		**Fair value hierarchy**	**Valuation technique and key input**	**Significant unobservable input**	**Relationship of unobservable inputs to fair value**
	2021	**2020**				
Group	Short-term investments (see Note 8 to the financial statements)					
Quoted equity shares	5,476	343	Level 1	Quoted bid prices in an active market	N/A	N/A
Structured deposits	3,371	–	Level 2	Redemption value quoted by banks with reference to the expected return of the underlying assets	Pricing and yield curves provided by the banks	N/A
Company						
Quoted equity shares	4,992	–	Level 1	Quoted bid prices in an active market	N/A	N/A
Group	Other investments (see Note 12 to the financial statements)					
Debt instruments	250	250	Level 1	Quoted bid prices in an active market	N/A	N/A
Equity instruments	75	75	Level 3	Net asset value of the unquoted equity shares	Net asset value	The higher the net asset value, the higher the fair value of the investments.
Group	Investments at fair value through profit or loss ("FVTPL") (see Note 13 to the financial statements)					
Equity investments at fair value through profit or loss	2,629	3,109	Level 3	Net asset value of the underlying unquoted equity shares invested by the fund manager	Pricing and yield curves provided by the fund manager to the administrator of the fund	Any change to pricing or yield curves used would result in an increase (decrease) in fair value.

There were no transfers between the levels of the fair value hierarchy during the financial year.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (cont'd)

(d) Capital management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2020.

The capital structure of the Group consists of bank borrowings and equity attributable to owners of the Company, comprising issued capital and reserves.

5 HOLDING COMPANY, RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS

(a) Holding company and related companies transactions

Related companies in these financial statements refer to members of the Company's Group of companies.

The ultimate controlling party is JBO Holdings Pte Ltd, incorporated in Singapore which is substantially owned by Mr. Ang Hon Nam and his family members whose interest in the Company is held through their shareholdings in the ultimate controlling party and in the Company.

Some of the Company's transactions and arrangements are between members of the Group and the effect of these on the basis determined between the parties is reflected in these financial statements. The intercompany balances are unsecured, interest-free, expected to be settled in cash and repayable on demand unless otherwise stated.

(b) Other related party transactions

Some of the Group's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these financial statements. The balances are unsecured, interest-free, expected to be settled in cash and repayable on demand unless otherwise stated.

During the year, significant transactions entered into by Group entities with related parties were as follow:

	Group	
	2021	**2020**
	$'000	**$'000**
Sales of food and beverage to associates	(977)	(1,864)
Management fees received from associates	(75)	(184)
Franchise fees received from associates	–	(139)
Royalty fees received from associates	(73)	(239)
Acquisition of business assets from an associate (Note 10)	–	(840)

5 HOLDING COMPANY, RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS (cont'd)

(b) Other related party transactions (cont'd)

Remuneration of directors and key management personnel

The remuneration of directors and other members of key management during the year was as follow:

	Group	
	2021	**2020**
	$'000	**$'000**
Short-term employee benefits	1,576	1,691
Post-employment benefits	53	74
Share based payment	2	2
Total compensation	1,631	1,767

6 CASH AND CASH EQUIVALENTS

	Group		Company	
	2021	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**
Cash on hand	152	174	*	*
Cash at bank	20,310	22,571	5,410	7,858
Deposits[1]	–	5,000	–	5,000
Cash and cash equivalents in the statement of cash flows	20,462	27,745	5,410	12,858

(1) In 2020, deposits referred to term deposits with financial institutions maturing within 3 months with variable interest returns.

* denotes less than a thousand.

7 (a) TRADE AND OTHER RECEIVABLES

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Trade receivables				
- outside parties	731	1,140	–	–
- associates	231	119	–	–
Less: loss allowance	–	(60)	–	–
	962	1,199	–	–
Other receivables				
- outside parties	442	422	–	–
- associates	4,567	3,989	–	–
Less: loss allowance	(2,264)	(2,264)	–	–
	2,745	2,147	–	–
Government grant receivables	517	1,390	–	–
Staff loans	6	29	–	–
Refundable deposits	4,611	4,560	–	–
Prepayments	2,694	1,816	14	18
	11,535	11,141	14	18

As at 1 October 2019, trade receivables with customers amounted to $2,633,000.

The credit period ranges from 3 to 30 days (2020: 3 to 30 days). No interest is charged on the outstanding balance.

Loss allowance for trade receivables has always been measured at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. None of the trade receivables that have been written off is subject to enforcement activities.

The expected credit loss rate is immaterial for trade receivables from third parties in all days past due categories as management has assessed and concluded that the amounts are recoverable.

7 (a) TRADE AND OTHER RECEIVABLES (cont'd)

For purpose of impairment assessment, except for other receivables due from an associate, other receivables and refundable deposits are considered to have low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month expected credit losses (ECL).

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

Except for other receivables due from an associate in which there is a significant increase in credit risk since initial recognition and loss allowance is measured at an amount equal to lifetime ECL in 2020, there has been no change in the estimation techniques or significant assumptions made during the current or prior reporting period in assessing the loss allowance for other receivables.

The following table shows the movement in the loss allowance for trade and other receivables due from an associate.

Group	**Lifetime ECL – credit–impaired financial assets at amortised cost**
	$'000
Balance as at 1 October 2019	–
Loss allowance	2,324
Balance as at 30 September 2020	2,324
Loss allowance written off	(60)
Balance as at 30 September 2021	2,264

(b) DUE FROM SUBSIDIARIES

Amounts due from subsidiaries are unsecured, interest-free and repayable on demand and have been classified as non-current asset as the company does not expect repayment within 12 months from the end of the reporting date. Management is of the view the amounts due from subsidiaries approximate their fair values.

Management estimates the loss allowance on amounts due from subsidiaries at an amount equal to 12-month ECL, taking into account the historical default experience, current financial conditions of the subsidiaries and the future prospects of the industry of each subsidiary. No loss allowance as the management has assessed and concluded that the receivables are subject to immaterial credit loss.

8 SHORT–TERM INVESTMENTS

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Financial assets measured at FVTPL:				
Held for trading non-derivative financial assets				
- Structured deposits	3,371	–	–	–
- Quoted equity shares	5,476	343	4,992	–
	8,847	343	4,992	–

During the year, the Group placed structured deposits amounting to $3,371,000 (2020: Nil) with a financial institution. The structured deposits are redeemable after 3 months from the date of placement based on the redemption value quoted by banks with reference to the expected return of the underlying assets. The management has not identified any potential significant financial risk exposure.

Investments in quoted equity securities that offer the Group and the Company the opportunity for return through dividend income and fair value gains. The fair values of these securities are based on the quoted closing market prices on the last market day of the financial year.

Increases in the fair value of investments at fair value through profit or loss, amounting to $141,000 (2020: Decrease of $89,000) have been included in profit or loss for the year as part of "other income" (Note 29).

9 INVENTORIES

	Group	
	2021	2020
	$'000	$'000
Consumables	2,025	2,094
Liquor and beverages	264	312
	2,289	2,406

10 INVESTMENTS IN SUBSIDIARIES

	Company 2021	Company 2020
	$'000	$'000
Unquoted equity shares - at cost	5,424	5,424

Details of the Group's significant subsidiaries at 30 September 2021 are as follows:

Name of subsidiary	Principal activities	Country of incorporation and operation	Proportion of ownership interest and voting power held 2021	2020
			%	%
Held by the Company				
Jumbo Seafood Pte. Ltd. (1)(4)	Operation and management of restaurants.	Singapore	–	100
Jardine Enterprise Pte. Ltd. (1)(4)	Investment holding.	Singapore	–	100
Jumbo Group of Restaurants Pte. Ltd. (1)(4)	Operation and management of restaurants.	Singapore	100	–
Subsidiary held by Jumbo Seafood Pte. Ltd.				
Jumbo Group of Restaurants Pte. Ltd. (1)(4)	Operation and management of restaurants.	Singapore	–	100
Subsidiaries held by Jumbo Group of Restaurants Pte. Ltd.				
Jumbo F&B Services Pte. Ltd. (1)	Investment holding.	Singapore	100	100
Ng Ah Sio Investments Pte. Ltd. (1)(4)	Operation and management of restaurants.	Singapore	–	100
Kok Kee Wanton Noodle Pte. Ltd. (1)(5)	Operation and management of restaurants.	Singapore	75	–
JLL F&B Services Pte. Ltd. (1)(3)	Operation and management of restaurants.	Singapore	60	–

10 INVESTMENTS IN SUBSIDIARIES (cont'd)

Name of subsidiary	Principal activities	Country of incorporation and operation	Proportion of ownership interest and voting power held	
			2021	2020
			%	%
Subsidiary held by Ng Ah Sio Investments Pte. Ltd.				
Ng Ah Sio Pte. Ltd. (1)(4)	Manufacturer of food stuff.	Singapore	–	100
Subsidiaries held by Jumbo F&B Services Pte. Ltd.				
JBT (China) Pte. Ltd. (1)	Investment holding.	Singapore	70	70
Jumbo F&B Services (Shanghai) Co Ltd (2)	Management of seafood restaurant.	PRC	100	100
Jumbo F&B Services (Taiwan) Co Ltd (2)	Management of seafood restaurant.	Taiwan	80	80
Subsidiary held by JBT (China) Pte. Ltd.				
JBT F&B Management (Shanghai) Co Ltd (2)	Operation and management of seafood restaurant.	PRC	70	70
Subsidiary held by Jumbo F&B Services (Shanghai) Co Ltd				
JBHG F&B Services (Beijing) Co Ltd (2)	Operation and management of seafood restaurant.	PRC	51	51

(1) Audited by Deloitte & Touche LLP, Singapore.

(2) Audited by an overseas practice of Deloitte Touche Tohmatsu Limited.

(3) Incorporated during the year.

(4) During the year, these companies have been amalgamated into Jumbo Group of Restaurants Pte. Ltd. which became a wholly-owned subsidiary of the Company.

(5) Acquired during the year.

10 INVESTMENTS IN SUBSIDIARIES (cont'd)

FY2021

On 14 December 2020, the Company acquired 75% of the issued share capital of Kok Kee Wanton Noodle Pte. Ltd. for a consideration of $2,100,000.

The principal activity of Kok Kee Wanton Noodle Pte. Ltd. is the operation of wonton noodle stall. Known for its springy noodles and special lard-based sauce, the tradename is a familiar and popular name in Singapore. The primary reason for the acquisition is to add the hawker concept to the Group's F&B portfolio to deepen its footfold in the Singapore market.

	FY2021
	$'000
Consideration	
Cash paid	1,470
Issue of shares (Note 25)	630
	2,100
Assets and liabilities recognised as a result of the acquisition	
Fair value of net identifiable assets acquired	
Cash and cash equivalents	1
Intangible assets	285
	286
Goodwill arising on acquisition	1,814
	2,100

Goodwill arose in the acquisition as the cost of acquisition included a control premium and the consideration paid effectively included amounts in relation to the benefit of revenue growth and future market development. The benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

Net cash outflow on acquisition	
Cash consideration	1,470
Less: Cash and cash equivalents transferred	(1)
Cash outflow on acquisition	1,469

From the date of acquisition to 30 September 2021, the business acquired contributed revenue of $1,276,000 and net profit of $402,000 to the Group. If the acquisition had taken place at the beginning of the financial year, there will be no significant change to the revenue and net profit contributed to the Group by the business acquired.

10 INVESTMENTS IN SUBSIDIARIES (cont'd)

FY2020

In November 2019, the Company's indirect non-wholly owned subsidiary, Jumbo F&B Services (Taiwan) Co., Ltd, assumed the business relating to the Jumbo Seafood operations (including the franchise agreement for the operation of Jumbo Seafood restaurants in Taiwan) of Ho Sing Food Co., Ltd ("Ho Sing"), an associate of the Group.

Assets acquired and liabilities assumed at the date of business acquisition

	FY2020
	$'000
Current assets	
Trade and other receivables	17
Inventories	120
Total current assets	137
Non–current assets	
Intangible assets	246
Plant and equipment	2,192
Total non-current assets	2,438
Current liabilities	
Trade and other payables	(132)
Bank borrowings	(2,442)
Total current liabilities	(2,574)
Net assets acquired and liabilities assumed	1
Goodwill arising on acquisition	
Cash consideration transferred	840
Less: Fair value of identifiable net assets acquired	(1)
Goodwill arising on acquisition	839

From the date of acquisition to 30 September 2020, the business acquired contributed revenue of $6,751,000 and net loss of $2,028,000 to the Group. If the acquisition had taken place at the beginning of the financial year, there will be no significant change to the revenue and net loss contributed to the Group by the business acquired.

10 INVESTMENTS IN SUBSIDIARIES (cont'd)

Wholly owned subsidiaries

Information about the composition of wholly owned subsidiaries of the Group at the end of the financial year is as follows:

Principal activities	Country of incorporation and operation	Number of wholly owned subsidiaries	
		2021	2020
Investment holding.	Singapore	1	2
Operations, management of restaurants and	Singapore	1	4
manufacturer of food stuff.	PRC	1	1

Non-wholly owned subsidiaries

Information about the composition of non-wholly owned subsidiaries of the Group at the end of the financial year is as follows:

Principal activities	Country of incorporation and operation	Number of Non–wholly owned subsidiaries	
		2021	2020
Investment holding.	Singapore	1	1
Operations and management of restaurants.	Singapore	2	–
	PRC	2	2
	Taiwan	1	1

Details of non-wholly owned subsidiaries that have material non-controlling interests to the Group are disclosed below:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non–controlling interests		Profit (Loss) allocated to non–controlling interests		Accumulated non–controlling interests	
		2021	2020	2021	2020	2021	2020
		%	%	$'000	$'000	$'000	$'000
JBT (China) Pte. Ltd.	Singapore	30	30	123	(589)	1,264	1,132
JBHG F&B Services (Beijing) Co Ltd	PRC	49	49	745	(708)	1,541	889
Jumbo F&B Services (Taiwan) Co Ltd	Taiwan	20	20	(389)	(404)	(433)	(38)
Individual subsidiaries with immaterial non-controlling interests				90	–	90	–
				569	(1,701)	2,462	1,983

10 INVESTMENTS IN SUBSIDIARIES (cont'd)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intra Group eliminations.

	JBT (China) Pte. Ltd.		JBHG F&B Services (Beijing) Co Ltd		Jumbo F&B Services (Taiwan) Co Ltd	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Current assets	6,839	4,572	2,620	1,527	684	1,264
Non-current assets	7,127	6,566	2,265	1,747	2,437	4,118
Current liabilities	(6,048)	(4,339)	(1,175)	(1,265)	(5,135)	(4,272)
Non-current liabilities	(3,706)	(3,025)	(564)	(194)	(163)	(1,300)
Equity attributable to owners of the Company	2,948	2,642	1,605	926	(1,744)	(152)
Non-controlling interests	1,264	1,132	1,541	889	(433)	(38)
Revenue	20,210	15,000	9,260	5,375	5,807	6,751
Expenses	(19,801)	(16,916)	(7,739)	(6,820)	(7,751)	(8,779)
Profit (Loss) for the year	409	(1,916)	1,521	(1,445)	(1,944)	(2,028)
Profit (Loss) attributable to owners of the Company	286	(1,327)	776	(737)	(1,555)	(1,624)
Profit (Loss) attributable to non-controlling interests	123	(589)	745	(708)	(389)	(404)
Profit (Loss) for the year	409	(1,916)	1,521	(1,445)	(1,944)	(2,028)
Other comprehensive income (loss) attributable to owners of the Company	20	20	(97)	30	(37)	42
Other comprehensive income (loss) attributable to non-controlling interests	9	9	(93)	29	(6)	11
Other comprehensive income (loss) for the year	29	29	(190)	59	(43)	53
Total comprehensive income (loss) attributable to owners of the Company	306	(1,307)	679	(707)	(1,592)	(1,582)
Total comprehensive income (loss) attributable to non-controlling interests	132	(580)	652	(679)	(395)	(393)
Total comprehensive income (loss) for the year	438	(1,887)	1,331	(1,386)	(1,987)	(1,975)
Net cash inflow from operating activities	5,426	2,205	2,198	919	1,434	760
Net cash outflow from investing activities	(3,331)	(767)	(287)	(76)	(79)	(840)
Net cash (outflow) inflow from financing activities	(2,731)	(1,720)	(882)	(254)	(1,665)	565
Net cash (outflow) inflow	(636)	(282)	1,029	589	(310)	485

11 INVESTMENTS IN ASSOCIATES

	Group	
	2021	2020
	$'000	$'000
Unquoted equity shares - at cost	2,521	2,521
Share of post-acquisition loss, net dividend received	(1,786)	(1,343)
	735	1,178

Details of the Group's associates as at 30 September 2021 are as follows:

Name of associate	Principal activities	Place of incorporation and operation	Proportion of ownership interests and voting power held	
			2021	2020
			%	%
Associates held by Jumbo Group of Restaurants Pte. Ltd.				
Seafood Republic Pte. Ltd. ("SRPL") [(1)]	Operation and management of restaurants.	Singapore	20	20
Singapore Seafood Republic Pte. Ltd. ("SSRPL") [(1)(2)]	Investment holding.	Singapore	27	27
SSR Sentosa Pte. Ltd. ("SSR Sentosa") [(1)(2)]	Operation and management of restaurants.	Singapore	27 [(2)]	27 [(2)]
Associates held by Jumbo F&B Services Pte. Ltd.				
Vista F&B Services Pte. Ltd. ("VSPL") [(1)]	Operation and management of restaurants.	Singapore	49	49
Ho Sing Foods Co. Ltd. ("HSFL") [(3)]	Operation and management of restaurants.	Taiwan	49	49
JD F&B Inc. ("JDFB") [(3)]	Operation and management of restaurants.	Korea	50	50

11 INVESTMENTS IN ASSOCIATES (cont'd)

(1) Audited by Deloitte & Touche LLP, Singapore.

(2) Although the Group holds 100% equity interests in SSR Sentosa, management has assessed that SSRPL, rather than the Group, has the ability to direct the relevant activities of SSR Sentosa because of a loan financing arrangement by SSRPL to SSR Sentosa which gives SSRPL authority to direct the activities of SSR Sentosa that significantly affect the returns of SSR Sentosa. As SSRPL is an associate of the Group, SSR Sentosa is deemed to be an associate of the Group.

(3) The latest available management accounts were used for consolidation purposes. The directors determined that it is not able to jointly direct the relevant activities of the entity and classified it as an associate of the Group in accordance with SFRS(I) 1-28 *Investment in Associates and Joint Ventures*.

Summarised financial information of the Group's material associates, SRPL, VSPL and HSFL are set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with SFRS(I)s.

	SRPL		**VSPL**		**HSFL**	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Current assets	1,045	1,045	2,324	2,534	940	1,452
Non-current assets	602	602	6,633	3,150	1,203	1,100
Current liabilities	(65)	(58)	(5,573)	(936)	(419)	(437)
Non-current liabilities	–	(2)	(4,700)	(5,038)	(1,649)	(935)
Revenue	94	439	4,353	6,378	2,339	4,520
Profit (Loss) for the year	(5)	305	(1,026)	(2)	(1,105)	785

Reconciliation of the above summarised financial information to the carrying amount of the interests in SRPL, VSPL and HSFL recognised in these consolidated financial statements:

	SRPL		**VSPL**		**HSFL**	
	2021	**2020**	**2021**	**2020**	**2021**	**2020**
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Net assets (liabilities) of the associates	1,582	1,587	(1,316)	(290)	75	1,180
Proportion of the Group's ownership interest	20%	20%	49%	49%	49%	49%
Other adjustments	–	–	–	–	(411)	(411)
Carrying amount of the Group's interest	316	317	–	–	–	167

11 INVESTMENTS IN ASSOCIATES (cont'd)

Aggregate information of associates that are not individually material:

	2021	2020
	$'000	$'000
The Group's share of loss	275	311
The Group's share of total comprehensive loss	275	311
Aggregate carrying amount of the Group's interest in these associates	419	694

Unrecognised share of losses of associates

	Group	
	2021	2020
	$'000	$'000
Cumulative unrecognised share of losses of associates	1,633	891

12 OTHER INVESTMENTS

	Group	
	2021	2020
	$'000	$'000
Financial assets at FVTOCI		
Debt instruments classified as at FVTOCI (1)	250	250
Unquoted equity instruments designated as at FVTOCI (2)	75	75
	325	325

(1) The investment in debt instruments represents the listed redeemable notes that carry interest at 3.98% (2020: 3.98%) per annum, and are redeemable at par value in 2025. These redeemable notes are held by the Group within a business model whose objective is both to collect their contractual cash flows which are solely payments of principal and interest on the principal amount outstanding and to sell these financial assets. Hence, the redeemable notes are classified as at FVTOCI.

For the purpose of impairment assessment, the investment in debt instruments are considered to have low credit risk as the counterparty to the investment has strong credit rating. Accordingly, for the purpose of impairment assessment, the loss allowance is measured at an amount equal to 12-month ECL. Management has assessed and concluded that the investment is subject to immaterial credit loss.

(2) The investment in unquoted equity investments represents 15% equity interest in Slappy Cakes (Singapore) Pte Ltd, a company incorporated in Singapore. As the investment is held for medium to long-term strategic purposes, management has elected to designate this investment at FVTOCI as they believe that recognising short-term fluctuations in this investment's fair value in profit or loss would not be consistent with the Group's strategy of holding this investment for long-term purposes and realising its performance potential in long run.

13 INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL")

	Group	
	2021	2020
	$'000	$'000
Equity investments - FVTPL	3,109	3,201
Fair value loss included in profit or loss for the year as part of "other income"	(480)	(92)
	2,629	3,109

The shareholdings in these unquoted equity investments represent less than 20% of interests. These investments are measured at fair value through profit or loss in accordance with SFRS(I) 9 *Financial Instruments: Recognition and Measurement* as they represent an identified portfolio of investments which the Group manages together with an intention of profit taking.

Investments at fair value through profit or loss are denominated in Singapore dollars.

Decreases in fair value of investments at fair value through profit or loss, amounting to $480,000 (2020: $92,000) has been included in profit or loss for the year as part of "other income" (Note 29).

14 GOODWILL

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGU") that are expected to benefit from that business combination.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

Group	**$'000**
Cost:	
At 1 October 2019	782
Arising from acquisition of Jumbo Seafood operations in Taiwan (Note 10)	839
At 30 September 2020	1,621
Arising from acquisition of Kok Kee Wanton Noodle Pte Ltd in Singapore (Note 10)	1,814
Exchange difference	31
At 30 September 2021	3,466

14 GOODWILL (cont'd)

The carrying amount of goodwill of $3,466,000 (2020: $1,621,000) is allocated to the respective CGUs:

Group	2021 $'000	2020 $'000
Cash-generating units ("CGUs"):		
Ng Ah Sio Investments Pte. Ltd. [1]	782	782
Jumbo F&B Services (Taiwan) Co Ltd	870	839
Kok Kee Wanton Noodle Pte Ltd	1,814	–
Total	3,466	1,621

[1] Amalgamated into Jumbo Group of Restaurants Pte. Ltd. during the year (Note 10)

The recoverable amount of each CGU is determined from a value in use calculation. The key assumptions for the value in use calculations are those regarding the discount rates and growth rates. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on industry growth forecasts.

Cash flow projections used in the value-in-use calculations were based on the most recent financial budgets approved by management for the next five years.

Key assumptions used for value-in-use calculations for goodwill are as follows:

	2021		2020	
	Average revenue growth rate	Discount rate	Average revenue growth rate	Discount rate
Ng Ah Sio Investments Pte. Ltd.	10%	9.5%	17%	9%
Jumbo F&B Services (Taiwan) Co Ltd	5%	9.5%	3%	9.9%
Kok Kee Wanton Noodle Pte Ltd	22%	9.5%	–	–

As at 30 September 2021 and 2020, any reasonably possible change to the key assumptions applied are not likely to cause the recoverable amounts to be below the carrying amounts of the CGU.

For the years ended 30 September 2021 and 2020, management has assessed that no allowance for impairment was required.

15 INTANGIBLE ASSETS

Group	Franchise rights $'000	Trademark $'000	Total $'000
Cost:			
At 1 October 2019	–	–	–
Acquired on acquisition of Jumbo Seafood operations in Taiwan (Note 10)	246	–	246
At 30 September 2020	246	–	246
Acquired on acquisition of Kok Kee Wanton Noodle Pte Ltd in Singapore (Note 10)	–	285	285
Exchange gain	6	–	6
At 30 September 2021	252	285	537
Amortisation:			
At 1 October 2019	–	–	–
Amortisation for the year	29	–	29
At 30 September 2020	29	–	29
Amortisation for the year	28	–	28
At 30 September 2021	57	–	57
Carrying amount:			
At 30 September 2021	195	285	480
At 30 September 2020	217	–	217

16 RIGHT–OF–USE ASSETS

	Outlets	Office spaces	Hostel premises	Total
	$'000	$'000	$'000	$'000
Cost:				
At 1 October 2019	29,524	–	316	29,840
Additions	11,481	1,138	276	12,895
At 30 September 2020	41,005	1,138	592	42,735
Additions	12,251	1,057	–	13,308
Disposals	(2,623)	–	(328)	(2,951)
Lease modifications	(391)	–	–	(391)
Exchange difference	481	15	–	496
At 30 September 2021	50,723	2,210	264	53,197
Accumulated depreciation:				
At 1 October 2019	8,996	–	62	9,058
Depreciation	9,737	375	257	10,369
At 30 September 2020	18,733	375	319	19,427
Depreciation	11,811	582	264	12,657
Disposals	(2,183)	–	(328)	(2,511)
Exchange difference	261	3	–	264
At 30 September 2021	28,622	960	255	29,837
Carrying amount:				
At 30 September 2021	22,101	1,250	9	23,360
At 30 September 2020	22,272	763	273	23,308

The Group leases several outlets, office spaces and hostel premises and the average lease term is 3 - 5 years.

Certain leases expired in the current financial year and were replaced by new leases for identical underlying assets. This resulted in additions to right-of-use assets of $13,308,000 (2020: $12,895,000) in 2021.

In addition, the Group has also secured the right-of-use of certain leasehold industrial units with no future payments required. The carrying amount of leasehold industrial units, amounting to $6,290,000 (2020: $6,470,000) for the Group, are presented within property, plant and and equipment (Note 17).

17 PROPERTY, PLANT AND EQUIPMENT

Group	Audio, visual and office equipment $'000	Kitchen equipment and utensils $'000	Furniture and fittings $'000	Renovation $'000	Leasehold industrial properties $'000	Motor vehicles $'000	Work in progress $'000	Total $'000
Cost:								
At 1 October 2019	5,893	8,663	6,061	22,289	4,941	1,604	825	50,276
Additions	295	412	817	2,209	2,611	93	1,319	7,756
Acquisition of business (Note 10)	644	–	–	1,548	–	–	–	2,192
Disposals/Written off	(98)	(552)	(82)	(1,200)	–	–	–	(1,932)
Reclassifications	172	–	–	775	185	–	(1,132)	–
Exchange difference	21	75	14	262	–	–	–	372
At 30 September 2020	6,927	8,598	6,810	25,883	7,737	1,697	1,012	58,664
Additions	361	765	558	4,828	–	–	1,270	7,782
Disposals/Written off	(527)	(444)	(712)	(3,522)	–	(289)	(209)	(5,703)
Reclassifications	19	30	81	319	–	–	(449)	–
Exchange difference	32	76	205	180	–	–	–	493
At 30 September 2021	6,812	9,025	6,942	27,688	7,737	1,408	1,624	61,236
Accumulated depreciation:								
At 1 October 2019	4,212	5,208	4,201	13,189	1,092	610	–	28,512
Depreciation for the year	995	916	819	3,634	175	168	–	6,707
Disposals/Written off	(74)	(506)	(68)	(1,075)	–	–	–	(1,723)
Exchange difference	24	55	11	171	–	–	–	261
At 30 September 2020	5,157	5,673	4,963	15,919	1,267	778	–	33,757
Depreciation for the year	865	813	842	3,912	180	154	–	6,766
Disposals/Written off	(376)	(376)	(626)	(2,626)	–	(201)	–	(4,205)
Exchange difference	62	211	251	109	–	–	–	633
At 30 September 2021	5,708	6,321	5,430	17,314	1,447	731	–	36,951
Impairment:								
At 1 October 2019	–	–	–	–	–	–	–	–
Impairment loss recognised during the year	–	–	–	1,353	–	–	–	1,353
At 30 September 2020	–	–	–	1,353	–	–	–	1,353
Impairment loss recognised during the year	–	–	–	468	–	–	–	468
Impairment loss written back during the year	–	–	–	(385)	–	–	–	(385)
Written off	–	–	–	(968)	–	–	–	(968)
At 30 September 2021	–	–	–	468	–	–	–	468
Carrying amount:								
At 30 September 2021	1,104	2,704	1,512	9,906	6,290	677	1,624	23,817
At 30 September 2020	1,770	2,925	1,847	8,611	6,470	919	1,012	23,554

The cost of fully depreciated assets still in use for the Group amounted to $20,433,000 (2020: $15,850,000).

18 CLUB MEMBERSHIPS

	Group	
	2021	2020
	$'000	$'000
Country club memberships, at cost	273	273
Less: Allowance for impairment	(35)	(35)
	238	238

19 DEFERRED TAX ASSETS AND LIABILITIES

The following are the major deferred tax assets and liabiltiies recognised by the Group, and the movements thereon, during the current and prior reporting periods:

	Group		
	Accelerated tax depreciation	Tax losses	Total
	$'000	$'000	$'000
At 1 October 2019 and 30 September 2020	370	–	370
Credit to profit or loss (Note 31)	(357)	(3,781)	(4,138)
At 30 September 2021	13	(3,781)	(3,768)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the group intends to settle its current tax assets and liabilities on a net basis. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Group	
	2021	2020
	$'000	$'000
Deferred tax liabilities	13	370
Deferred tax assets	(3,781)	–
	(3,768)	370

20 OTHER NON–CURRENT ASSET

In 2020, this comprised prepayment costs for outlet renovation purposes.

21 TRADE AND OTHER PAYABLES

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Trade payables	1,350	2,048	–	–
Other payables	2,380	1,605	19	79
Deposits received	452	481	–	–
Accrued employee benefits expense	2,692	2,589	–	–
Accrued directors' fees	122	111	123	111
Accrued operating expenses	881	623	80	111
Accrued credit expenses	191	191	–	–
Deferred revenue	2,944	1,542	–	–
	11,012	9,190	222	301

The credit period on purchases of goods is typically 30 days (2020: 30 days). No interest is charged.

The Group has a loyalty programme which allows members to accumulate credits when they spend in the Group's restaurants. These credits can be off-set against billings from the Group's outlets and/or redeem for certain merchandise. Accrued credit expense relates to the credits issued under the loyalty programme that are expected to be redeemed but are still outstanding as at the end of the financial year.

Deferred revenue mainly relates to advances received from customers for the sale of cash vouchers and membership stored value cards which are recognised as revenue when utilised by the customers. As at 1 October 2019, this amounted to $539,000.

22 PROVISION FOR REINSTATEMENT COSTS

	Group	
	2021	2020
	$'000	$'000
At beginning of year	1,989	2,051
Additions during the year	1,598	–
Utilised during the year	(76)	(80)
Exchange difference	23	18
At end of year	3,534	1,989

Provision for reinstatement costs are estimation to reinstate the Group's leased premises to their original state upon expiry of the respective leases.

23 LEASE LIABILITIES (GROUP AS A LEASEE)

	Group 2021	Group 2020
	$'000	$'000
Maturity analysis:		
Year 1	11,372	12,405
Year 2	6,747	8,497
Year 3	3,353	3,669
Year 4	1,551	656
Year 5	996	547
Year 6 onwards	3,110	–
	27,129	25,774
Less: Future charges	(2,142)	(1,136)
	24,987	24,638
Analysed as:		
Current	10,576	11,767
Non-current	14,411	12,871
	24,987	24,638

As discussed in Note 2, the Group has applied the practical expedient to all non-mandatory rent concessions given in 2021 that are eligible for the practical expedient as a result of the Covid-19-related rent concessions amendment to SFRS(I) 16 and has derecognised $1,364,000 (2020: $Nil) of the lease liabilities that has been extinguished by the forgiveness of lease payments on certain outlets of the Group.

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing acitivities. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's statement of cash flows as cash flows from financing activities.

	1 October 2020	New leases	Other changes (i)	Financing cash flows	30 September 2021
	$'000	$'000	$'000	$'000	$'000
Bank borrowings	2,133	–	–	13,216	15,349
Lease liabilities	24,638	13,182	(2,290)	(10,543)	24,987

	1 October 2019	New leases	Financing cash flows	Acquisition of subsidiary (Note 10)	30 September 2020
	$'000	$'000	$'000	$'000	$'000
Bank borrowings	–	–	(309)	2,442	2,133
Lease liabilities	22,006	12,895	(10,263)	–	24,638

(i) Other changes include rent concessions and lease modifications and termination.

24 BANK BORROWINGS

	Group		Company	
	2021	2020	2021	2020
	$'000	$'000	$'000	$'000
Unsecured – at amortised cost				
Bank loans	15,349	2,133	5,000	–
Less: Amount due for settlement within 12 months (shown under current liabilities)	(4,491)	(1,584)	(960)	–
Amount due for settlement after 12 months	10,858	549	4,040	–

As at 30 September 2021, the Group's unsecured bank borrowings amounting to $1,732,000 (2020: $2,133,000) bear floating interest rate at average effective interest rate of 2.01% (2020: 2.01%) per annum for a tenure of 2 years (2020: 3 months to 2 years).

The remaining Group's and Company's unsecured bank borrowings amounting to $13,617,000 (2020: $Nil) and $5,000,000 (2020: $Nil) respectively bear fixed interest rate at 2% (2020: Nil) per annum for a tenure of 5 years.

As at 30 September 2021 and 2020, the Group does not have any secured borrowing or collaterals.

Management is of the view that the fair values of the Group's bank borrowings approximate their carrying amounts.

25 SHARE CAPITAL

	Group and Company			
	2021	2020	2021	2020
	Number of ordinary shares		$'000	$'000
Issued and paid up:				
At beginning of the year	641,833,000	641,833,000	48,806	48,806
During the year	1,825,465	–	630	–
At end of the year	643,658,465	641,833,000	49,436	48,806

On 5 January 2021 and 19 July 2021, the company issued new ordinary shares of 882,352 and 943,113 respectively in satisfaction of the first and second tranche of the consideration for the acquisition of 75% of the issued and paid-up share capital of Kok Kee Wanton Noodle Pte Ltd (Note 10). The number of shares issued are determined based on the average of the closing market prices of the Company's shares over the last five market days before the respective share issue date.

26 TREASURY SHARES

	Group and Company			
	2021	2020	2021	2020
	Number of ordinary shares		$'000	$'000
At the beginning of the year	1,446,600	1,144,800	438	447
Repurchase of treasury shares	–	731,400	–	159
Reissue of treasury shares	(108,500)	(429,600)	(33)	(168)
At the end of the year	1,338,100	1,446,600	405	438

In 2020, the Company acquired 731,400 of its own shares through purchases on Singapore Exchange. The total amount paid to acquire the shares was $159,000 and had been deducted from shareholders' equity. The shares were held as treasury shares. During the year, the Company reissued 108,500 (2020: 429,600) of these shares to the employees of the Group.

The proposed participation and grant of share awards ("Awards") to Ms. Wendy Ang Chui Yong and Mr. Ang Kiam Lian who are associates of a controlling shareholder under the Performance Share Plan were approved by shareholders at an EGM held on 31 January 2019.

In 2019, the Company granted Awards of 39,700 and 13,000 shares to Ms. Wendy Ang Chui Yong and Mr. Ang Kiam Lian respectively under the Performance Share Plan as follows:

	Number of shares comprised in Awards under the Performance Share Plan			
Name of participant	Shares granted during financial year under review (including terms)	Aggregate shares granted since commencement of scheme to end of financial year under review	Aggregate issued and/or transferred pursuant to the vesting of Awards since commencement of scheme to end of financial year under review	Aggregate shares outstanding as at end of financial year under review
Ms. Wendy Ang Chui Yong [1]	–	39,700	(39,700) [2]	–
Mr. Ang Kiam Lian [1]	–	13,000	(13,000) [2]	–

(1) The Awards were granted to Ms. Wendy Ang Chui Yong and Mr. Ang Kiam Lian with a vesting period of (a) within 2 months from 31 January 2019 up to 30% of shares granted; (b) within 2 months from 1 January 2020 up to 30% of shares granted; and (c) within 2 months from 1 January 2021 up to 40% of shares granted. The number of shares to be vested will be subject to the achievement of pre-determined performance targets over the performance period.

(2) During the year, 15,900 (2020: 11,900) and 5,200 (2020: 3,900) shares were allotted and issued to Ms. Wendy Ang Chui Yong and Mr. Ang Kiam Lian respectively, pursuant to the vesting of the Awards. The shares were reissued from treasury shares.

26 TREASURY SHARES (cont'd)

The Company granted Awards under the Performance Share Plan to other employees of the Group as follows:

		Number of shares comprised in Awards under the Performance Share Plan			
Name of participant	Shares granted during financial year under review (including terms)	Aggregate shares granted since commencement of scheme to end of financial year under review	Aggregate issued and/ or transferred pursuant to the vesting of Awards since commencement of scheme to end of financial year under review	Aggretate forfeited since commencement of scheme to end of financial year under review	Aggregate shares outstanding as at end of financial year under review
Other employees (3)	–	284,600	256,200 (4)	28,400	–
Other employees (5)	–	329,400	329,400 (6)	–	–

(3) The Awards were granted to other employees of the Group with a vesting period of (a) within 2 months from 31 January 2019 up to 30% of shares granted; (b) within 2 months from 1 January 2020 up to 30% of shares granted; and (c) within 2 months from 1 January 2021 up to 40% of shares granted. The number of shares to be vested will be subject to the achievement of pre-determined performance targets over the performance period. During the year, 21,100 (2020: Nil) shares were forfeited as certain employees have left the Group prior to the vesting of the shares.

(4) During the year, 87,400 (2020: 84,400) shares were allotted and issued to other employees of the Group , pursuant to the vesting of the Awards. The shares were reissued from treasury shares.

(5) The Awards were granted to other employees of the Group with a vesting period of 100% within 2 months from the date of the annual general meeting of the Company held on 17 January 2020.

(6) In 2020, 329,400 shares were allotted and issued to other employees of the Group, pursuant to the vesting of the Awards. The shares were reissued from treasury shares.

27 MERGER RESERVE

Merger reserve represents the difference between the nominal amount of the share capital of the subsidiaries at the date on which they were acquired by the Company and the purchase consideration paid by the Company for the acquisition using the principles of merger accounting applicable to business combination under common control.

28 REVENUE

	Group	
	2021	2020
	$'000	$'000
At a point in time:		
Sale of food and beverages	80,755	96,847
Franchise income	430	139
Over time:		
Royalty income	605	587
	81,790	97,573

29 OTHER INCOME

	Group	
	2021	2020
	$'000	$'000
Government credit schemes	242	491
Interest income	118	182
Management fees received from associates (Note 5)	75	184
Fair value gain (loss) on short-term investments	141	(89)
Government grants	169	370
Sponsorships	4	55
Insurance claims	244	101
Sale of waste	31	29
Loss on property, plant and equipment written off	(442)	(148)
Gain on disposal of property, plant and equipment	5	9
Jobs support scheme	3,263	6,201
Foreign worker levy rebate	–	351
Property tax rebates	22	327
Rental rebates and concessions	1,716	2,159
Fair value loss on investments at FVTPL classified under other income	(480)	(92)
Others	893	421
	6,001	10,551

30 OTHER OPERATING EXPENSES

	Group	
	2021	2020
	$'000	$'000
Cleaning services, repairs and maintenance	2,391	2,609
Credit card commission	1,546	1,187
General supplies	1,729	1,886
Professional fees	1,227	2,132
Transportation fees	499	687
Marketing expense	894	1,769
Other receivables written off	–	212
Other expenses	3,561	3,771
	11,847	14,253

31 INCOME TAX CREDIT

	Group	
	2021	2020
	$'000	$'000
Tax expense (credit) comprises:		
Current tax		
- Current year	44	5
- Under (Over) provision in respect of prior years	337	(225)
Withholding tax	67	116
Deferred tax - current year (Note 19)	(4,138)	–
	(3,690)	(104)

Domestic income tax is calculated at 17% (2020: 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

31 INCOME TAX CREDIT (cont'd)

The total charge for the year can be reconciled to the accounting result as follows:

	Group	
	2021	**2020**
	$'000	**$'000**
Loss before income tax	(14,885)	(9,974)
Income tax calculated at 17% (2020: 17%)	(2,530)	(1,696)
Non-(taxable) deductible items, net	(526)	443
Tax effect of share of loss of associates	75	50
Recognition of deferred tax benefits previously not recognised	(1,769)	–
Deferred tax benefits not recognised	631	1,572
Effect of different tax rate of subsidiaries operating in other jurisdictions	77	(389)
Tax effect of withholding tax	67	116
Under (Over) provision of current tax in respect of prior years	337	(225)
Others	(52)	25
	(3,690)	(104)

As at the end of the reporting period, the Group have unutilised tax losses of $24,820,000 (2020: $8,816,000) available for offsetting against their future taxable profits of which $4,915,000 (2020: $1,584,000) and $4,591,000 (2020: $2,121,000) will expire in 2026 (2020: 2025) and 2031 (2020: 2030) respectively. A deferred tax asset has been recognised in respect of $20,069,000 (2020: $Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining $4,751,000 (2020: $8,816,000) as it is not considered probable that there will be future taxable profits available.

32 SEGMENT INFORMATION

Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the restaurant business which forms the basis of identifying the operating segments of the Group under SFRS(I) 8 *Operating Segments*. The aggregated restaurant business is therefore the Group's only reportable segment.

The accounting policies of the reportable segment are the same as the Group's accounting policies described in Note 2.

32 SEGMENT INFORMATION (cont'd)

Geographical information

The Group operates in Singapore, the PRC and Taiwan.

The following table provides an analysis of the Group's revenue from external customers based on the geographical location where revenue is generated:

	Group	
	2021	2020
	$'000	$'000
Revenue by geographical market		
Singapore	44,220	69,659
PRC	31,763	21,163
Taiwan	5,807	6,751
Total	81,790	97,573

The following is an analysis of the carrying amount of segment assets analysed by the geographical location in which the assets are located:

	Group	
	2021	2020
	$'000	$'000
Non-current assets		
Singapore	27,776	34,521
PRC	18,146	10,098
Taiwan	1,255	3,060
Total	47,177	47,679

The segment assets are made up of non-current assets which comprise property, plant and equipment, right-of-use assets and other non-current asset.

Information about major customers

There is no single major customer that contributed more than 5% of the Group's total revenue. The revenue is spread over a broad base of customers.

33 LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

	Group	
	2021	2020
	$'000	$'000
Employment benefits - directors and key management:		
- Salary and allowances	1,218	1,372
- Cost of defined contribution plans	40	57
Employment benefits - directors of subsidiaries:		
- Salary and allowances	185	175
- Cost of defined contribution plans	13	17
- Share based payment	2	2
Directors' fees of the Company	173	144
Audit fees:		
- paid to auditors of the Company	199	157
- paid to other auditors	52	44
Non-audit fees paid to auditors of the Company	51	51
Operating lease expenses [1]	1,084	3,477
Net exchange loss	–	5
Cost of defined contribution plans included in employee benefit expense	1,712	2,052

(1) Disclosure required by SFRS(I) 16

	Group	
	2021	2020
	$'000	$'000
Expenses relating to short-term leases and leases of low value assets	846	2,552
Variable lease payments not included in the measurement of the lease liabilities	238	925
Total	1,084	3,477

The total cash outflow for leases (including short-term leases and leases of low value assets) amount to $11,627,000 (2020: $13,740,000).

34 COMMITMENTS

The Group as a lessee

Disclosure required by SFRS(I) 16

As at 30 September 2021, the Group is committed to $327,000 (2020: $315,000) for short-term leases.

As at 30 September 2021, the Group has outstanding commitments for leases not yet commenced for which the undiscounted lease payments fall due as follows:

	2021	2020
	$'000	$'000
Within one year	383	–
Within two to five years	1,756	–
More than five years	146	–
Total	2,285	–

Contingent rental for the Group payable at certain percentage of monthly gross turnover has been excluded from the lease commitments above.

35 LOSS PER SHARE

The calculation of the loss per share attributable to the ordinary owners of the Company is based on the following data:

	Group	
	2021	2020
	$'000	$'000
Loss per ordinary share		
Loss attributable to owners of the Company ($'000)	(11,764)	(8,169)
Weighted average number of ordinary shares for purpose of loss per share ('000)	641,291	640,565
Loss per ordinary share - Basic and diluted (cents)	(1.8)	(1.3)

There were no dilutive equity instruments for 2021 and 2020.

There is no dilution as no share options were granted or were outstanding during the financial year.

The weighted average number of ordinary shares used for the calculation of earnings per share for the comparatives have been adjusted for the weighted average effect of changes in treasury shares transactions during the year.

36 DIVIDENDS

No dividends have been proposed in respect of the financial years ended 30 September 2021 and 2020.

On 17 January 2020, the Company declared a tax-exempt (one-tier) final cash dividend of 0.7 cents per share amounting to $4,485,000 for the financial year ended 30 September 2019, which was paid on 5 February 2020.

37 STANDARDS ISSUED BUT NOT EFFECTIVE

At the date of authorisation of these financial statements, the following SFRS(I) pronouncements relevant to the Group and Company were issued but not effective:

Effective for annual periods beginning on or after January 1, 2022

- Amendments to SFRS(I) 3: *Reference to the Conceptual Framework*
- Amendments to SFRS(I) 1-16: *Property, Plant and Equipment – Proceeds before Intended Use*
- Amendments to SFRS(I) 1-37: *Onerous Contracts – Cost of Fulfilling a Contract*
- Annual Improvements to SFRS(I)s 2018-2020

Effective for annual periods beginning on or after January 1, 2023

- Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*
- Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies*
- Amendments to SFRS(I) 1-8: *Definition of Accounting Estimates*
- Amendments to SFRS(I) 1-12: *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

Effective date is deferred indefinitely

- Amendments to SFRS(I) 10 and SFRS(I) 1-28: *Sale or Contribution of Assets between Investor and its Associate or Joint Venture*

Management anticipates that the adoption of the above amendments to SFRS(I)s and annual improvements to SFRS(I)s in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

38 IMPACT OF COVID–19

The outbreak of the COVID-19 pandemic has continued to impact the performance and outlook of global economies in the near term. However, with the gradual reopening of borders globally, this is expected to increase the footfall across the Group's outlets.

Management has assessed that the Group is still able to maintain sufficient liquidity to enable the Group to continue on as a going concern for at least the next 12 months from the date of authorisation of these financial statements. The Group will closely monitor the development of the pandemic and continuously assess the potential impact on its operations.

STATISTICS OF SHAREHOLDINGS

As at 16 December 2021

Total number of issued ordinary shares	:	643,658,465
Total number of issued ordinary shares excluding treasury shares	:	642,320,365
Total number of treasury shares held	:	1,338,100
Percentage of treasury shares held against the total number of issued ordinary shares excluding treasury shares	:	0.21%
Class of share	:	Ordinary shares
Voting rights	:	On a poll: 1 vote for each ordinary share
Number of subsidiary holdings	:	Nil

BREAKDOWN OF SHAREHOLDINGS BY RANGE

AS AT 16 DECEMBER 2021

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 - 99	1	0.04	1	0.00
100 - 1,000	187	8.33	120,300	0.02
1,001 - 10,000	1,003	44.66	6,626,498	1.03
10,001 - 1,000,000	1,027	45.72	61,339,099	9.55
1,000,001 AND ABOVE	28	1.25	574,234,467	89.40
TOTAL	**2,246**	**100.00**	**642,320,365**	**100.00**

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	JBO HOLDINGS PTE LTD	292,044,265	45.47
2	CITIBANK NOMINEES SINGAPORE PTE LTD	78,963,263	12.29
3	TAN GEE JIAN	42,254,900	6.58
4	BNP PARIBAS NOMINEES SINGAPORE PTE. LTD.	40,405,000	6.29
5	DBS NOMINEES (PRIVATE) LIMITED	13,445,200	2.09
6	ANG HON NAM @ NG NAM TECK	11,503,892	1.79
7	ANG CHEAU HOON	11,195,600	1.74
8	SEE BOON HUAT	10,350,000	1.61
9	KOH AH SAY @ SEE BOON CHYE	8,178,700	1.27
10	PALM BEACH SEAFOOD RESTAURANT PTE LTD	8,000,000	1.25
11	RAFFLES NOMINEES (PTE.) LIMITED	6,596,300	1.03
12	ORCHID 1 INVESTMENTS PTE LTD	5,856,200	0.91
13	NG NAM HUAT	5,633,600	0.88
14	NG NAM SOON	5,633,600	0.88
15	NG SIAK HAI	4,081,304	0.64
16	NSH HOLDINGS PTE LTD	3,594,000	0.56
17	TAN YONG CHUAN JACQUELINE	3,006,352	0.47
18	PHILLIP SECURITIES PTE LTD	2,753,500	0.43
19	CHRISTINA ANG CHWEE HUAN	2,512,942	0.39
20	NG CHEAU LEE	2,401,656	0.37
	TOTAL	**558,410,274**	**86.94**

SUBSTANTIAL SHAREHOLDERS

(as recorded in the Register of Substantial Shareholders)

Name of Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
JBO Holdings Pte. Ltd.	292,044,265	45.5	–	–
Ang Hon Nam[1]	11,503,892	1.8	292,044,265	45.5
Tan Gee Jian	42,254,900	6.6	–	–
Ron Sim Chye Hock	64,166,600	10.0	–	–
Kuang Ming Investments Pte. Limited[2][3]	45,115,000	7.0	–	–
Tan Kim Choo[2]	–	–	45,115,000	7.0
Ng Chee Tat Philip[3]	–	–	45,115,000	7.0

Notes:

(1) Ang Hon Nam has a more than 20.0% interest in JBO Holdings Pte. Ltd.. Ang Hon Nam is deemed interested in the 292,044,265 shares held by JBO Holdings Pte. Ltd. by virtue of Section 7 of the Companies Act.

(2) Kuang Ming Investments Pte. Limited. has a direct interest in 45,115,000 shares. Tan Kim Choo has a more than 20.0% interest in Kuang Ming Investments Pte. Limited and is therefore deemed to be interested in the 45,115,000 shares in which Kuang Ming Investments Pte. Limited has an interest.

(3) Kuang Ming Investments Pte. Limited. has a direct interest in 45,115,000 shares. Ng Chee Tat Philip has a more than 20.0% interest in Kuang Ming Investments Pte. Limited and is therefore deemed to be interested in the 45,115,000 shares in which Kuang Ming Investments Pte. Limited has an interest.

PUBLIC FLOAT

Based on the information available to the Company as at 16 December 2021, approximately 22.1% of the total number of issued shares in the Company was held in the hands of the public as defined in the Catalist Rules. Accordingly, Rule 723 of the Catalist Rules has been compiled with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of JUMBO GROUP LIMITED (the "**Company**") will be convened and held by way of electronic means on Friday, 28 January 2022 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2021 ("**FY2021**") together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Regulation 89 of the constitution of the Company ("**Constitution**"):

Mrs. Christina Kong Chwee Huan	(Regulation 89) *[See Explanatory Note (i)]*	**(Resolution 2)**
Mr. Richard Tan Kheng Swee	(Regulation 89) *[See Explanatory Note (ii)]*	**(Resolution 3)**
Dr. Lim Boh Soon	(Regulation 89) *[See Explanatory Note (iii)]*	**(Resolution 4)**

3. To approve the payment of Directors' fees of up to $240,000 for the financial year ending 30 September 2022. **(Resolution 5)**

4. To re-appoint Deloitte & Touche LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. **Authority to allot and issue shares in the capital of the Company – Share Issue Mandate**

"That, pursuant to Section 161 of the Companies Act 1967 (Singapore) (the "**Companies Act**"), the Constitution and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX–ST**"), Section B: Rules of Catalist ("**Catalist Rules**"), the board of directors of the Company ("**Board**" or "**Directors**") be and is hereby authorised to:

(i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(iii) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority is in force (notwithstanding that such issue of Shares pursuant to the Instrument may occur after the expiration of the authority contained in this resolution), provided that:

(A) the aggregate number of Shares issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the then existing shareholders of the Company ("**Shareholders**") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);

(B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (A) above, the total number of issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities;

(b) (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this authority is passed, provided the options or awards were granted in compliance with the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or sub-division of Shares;

(C) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being in force; and

(D) (unless revoked or varied by the Company in a general meeting), the authority conferred by this resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[See Explanatory Note (iv)] **(Resolution 7)**

7. **Authority to allot and issue Shares under the Jumbo Employee Share Option Scheme**

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options in accordance with the Jumbo Employee Share Option Scheme ("**Share Option Scheme**") and allot and issue from time to time such number of Shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme established by the Company upon the exercise of such options in accordance with the terms and conditions of the Share Option Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Jumbo Performance Share Plan ("**Performance Share Plan**") and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[See Explanatory Note (v)] **(Resolution 8)**

8. **Authority to allot and issue Shares under the Jumbo Performance Share Plan**

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant awards in accordance with the Performance Share Plan and allot and issue from time to time such number of Shares in the capital of the Company to the holders of awards granted by the Company under the Performance Share Plan established by the Company upon the vesting of such share awards in accordance with the terms and conditions of the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."
[See Explanatory Note (vi)] **(Resolution 9)**

9. **The Proposed Renewal of the Share Buyback Mandate**

That:

(i) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:

(A) on-market purchases, transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed ("**Market Purchase**"); and/or

(B) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) which shall satisfy all the conditions prescribed by the Companies Act, as may be determined or formulated by the Directors as they may consider fit ("**Off–Market Purchase**"),

and otherwise in accordance with all other laws, regulations and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(ii) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this resolution and expiring on the earliest of:

(A) the date on which the next AGM is held or required by law to be held;

(B) the date on which the purchase(s) of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or

(C) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting,

(the "**Relevant Period**");

(iii) in this resolution:

"**Prescribed Limit**" means 10.0% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of passing of this resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered, excluding any treasury shares and subsidiary holdings, that may be held by the Company from time to time);

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(A) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined herein); and

(B) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) trading days on which the Shares are transacted on the Catalist or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant 5-day period; and

"**date of the making of the offer**" means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(iv) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution. **(Resolution 10)**

By Order of the Board

Chee Yuen Li, Andrea
Secretary

Singapore, 13 January 2022

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

(i) Detailed information on Mrs. Christina Kong Chwee Huan can be found in the Company's FY2021 Annual Report. Mrs. Christina Kong Chwee Huan, if re-elected as Director, will remain as an Executive Director of the Company. Mrs. Christina Kong Chwee Huan is the daughter of Mr. Ang Hon Nam (controlling Shareholder) and sister of Mr. Ang Kiam Meng (Group CEO and Executive Director). Save as disclosed in the Company's FY2021 Annual Report, Mrs. Christina Kong Chwee Huan has no other relationship with the Company, its related corporations, its substantial Shareholders, or its officers.

(ii) Detailed information on Mr. Richard Tan Kheng Swee can be found in the Company's FY2021 Annual Report. Mr. Richard Tan Kheng Swee, if re-elected as Director, will continue to serve as the Chairman of the Remuneration Committee and as a Member of the Audit Committee, Nominating Committee, and Investment Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Mr. Richard Tan Kheng Swee has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.

(iii) Detailed information on Dr. Lim Boh Soon can be found in the Company's FY2021 Annual Report. Dr. Lim Boh Soon, if re-elected as Director, will continue to serve as the Chairman of the Nominating Committee and Investment Committee and as a Member of the Audit Committee and Remuneration Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Dr. Lim Boh Soon has no relationship with the Company, its related corporations, its substantial Shareholders, or its officers.

(iv) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50.0% may be issued other than on a pro-rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when the Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(v) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the exercise of such options in accordance with the provisions of the Share Option Scheme.

(vi) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the vesting of such awards in accordance with the provisions of the Performance Share Plan.

Notes on the alternative arrangements for the AGM:

General

1. In view of the safe distancing regulations to hold physical meetings and to minimize physical interactions and COVID-19 transmission risks, the Company will conduct its AGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of AGM ("**Notice**"), the proxy form and the FY2021 Annual Report will not be sent to Shareholders. Instead, the documents will be made available to Shareholders via publication on SGXNET and the Company's website.

Participation in the AGM via live webcast or live audio feed

2. As the AGM will be held by way of electronic means, Shareholders will **NOT** be able to attend the AGM in person. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders are required to pre-register their participation in the AGM ("**Pre−registration**") at the link: https://septusasia.com/jumbo-agm2022-registration/ ("**AGM Registration and Q&A Link**") by **10.00 a.m. on 25 January 2022** ("**Registration Deadline**") for verification of their status as Shareholders (or as corporate representatives of such Shareholders).

3. Upon successful verification, each such Shareholder or its corporate representative will receive an email by **10.00 a.m. on 27 January 2022**. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 2 above but did not receive an email by **10.00 a.m. on 27 January 2022** may contact the Company for assistance via email at JGLAGM2022@boardroomlimited.com or alternatively call +65 6536 5355 during office hours on 27 January 2022.

Voting by proxy

4. Shareholders may only exercise their voting rights at the AGM via proxy voting (see paragraphs 5 and 6 below).

5. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, Shareholders must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The duly executed proxy form must be submitted in the following manner:

   (i) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or

   (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at JGLAGM2022@boardroomlimited.com,

   in either case, not less than **72 hours** before the time appointed for holding the AGM.

7. Shareholders who hold their shares through a Relevant Intermediary as defined in Section 181 of the Companies Act 1967 (Singapore) (including SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective Relevant Intermediaries (including their respective SRS approved banks or depository agents) to submit their voting instructions by 5.00 p.m. on 19 January 2022, being seven (7) working days before the date of the AGM.

Submission of questions prior to the AGM

8. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link at https://septusasia.com/jumbo-agm2022-registration/, or by email (together with their full name (as per CDP records), identification number, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as shareholders) to the Company by **5.00 p.m. on 20 January 2022** to JGLAGM2022@boardroomlimited.com, so that they may be addressed prior to or during the AGM proceedings. Shareholders will not be allowed to ask questions during the live webcast of the AGM.

9. The Company shall address substantial and relevant questions (as may be determined by the Company in its sole discretion) received. The Company will publish its responses on SGXNET and the Company's website by **10.00 a.m. on 23 January 2022**. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of AGM.

Personal Data Privacy:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or any adjournment thereof, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

Mrs. Christina Kong Chwee Huan, Mr. Richard Tan Kheng Swee and Dr. Lim Boh Soon are Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 28 January 2022 ("**AGM**") (collectively, the "**Retiring Directors**").

Pursuant to Rule 720(5) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**"), the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules, is as set out below:

	Mrs. Christina Kong Chwee Huan	**Mr. Richard Tan Kheng Swee**	**Dr. Lim Boh Soon**
Date of Appointment	22 October 2015	22 October 2015	22 October 2015
Date of last re-appointment	31 January 2019	31 January 2019	17 January 2020
Age	53	45	65
Country of principal residence	Singapore	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mrs. Christina Kong Chwee Huan as Executive Director was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration her qualifications, expertise, past experience and overall contribution since her appointment as a Director of the Company.	The re-election of Mr. Richard Tan Kheng Swee as Independent Non-Executive Director was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experience and overall contribution since his appointment as a Director of the Company.	The re-election of Dr. Lim Boh Soon as Independent Non-Executive Director was recommended by the NC, and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experience and overall contribution since his appointment as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Executive Mrs. Kong oversees the Group's operations, human resource and training and development divisions. She also supervises the Group's various training and development programs, strategising to ensure our Group's human resource requirements are met, and manages the employee compensation, benefits and human resource issues of the Group.	Non-Executive	Non-Executive

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

	Mrs. Christina Kong Chwee Huan	**Mr. Richard Tan Kheng Swee**	**Dr. Lim Boh Soon**
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director	• Independent Non-Executive Director • Chairman of Remuneration Committee • Member of the Audit, Nominating and Investment Committees	• Independent Non-Executive Director • Chairman of the Nominating and Investment Committees • Member of the Audit and Remuneration Committees
Professional qualifications	• Postgraduate Diploma in Education from the Nanyang Technological University • Bachelor of Science from the University of Birmingham (United Kingdom) • Human Resource Graduate Certification from the Singapore Management University	• Bachelor of Laws (Honours) from the National University of Singapore • Bachelor of Science (Honours) from University of Melbourne, Australia • Advocate & Solicitor of the Supreme Court of Singapore • Barrister & Solicitor of the Supreme Court of Victoria, Australia • Solicitor of the High Court of Australia	• Graduate Diploma in Marketing Management, Singapore Institute of Management • Diploma in Marketing, The Chartered Institute of Marketing, United Kingdom • Doctor of Philosophy in Mechanical Engineering, University of Strathclyde, United Kingdom • Bachelor of Science in Mechanical Engineering, University of Strathclyde, United Kingdom
Working experience and occupation(s) during the past 10 years	• 2015 to Present – Executive Director, Jumbo Group Limited • 2008-2015 – Manager, Human Resource and Corporate Affairs	• Colin Ng & Partners LLP, Singapore (October 2009 to March 2013) – Partner • RHTLaw Taylor Wessing LLP, Singapore (April 2013 to October 2014) – Partner • Chris Chong & CT Ho Partnership, Singapore (November 2014 to March 2016) – Partner	• January 2001 – Present: Founder and Director, Arise Asset Management Pte. Ltd. • May 2016 – Present: Venture Partner, TPT Corporation • November 2018 – Present: Director, EpiQuant Pte. Ltd. • September 2019 – October 2019: Chief Executive Officer, USP Group Limited

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

	Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
		• Barker Henley LLC, Singapore (March 2016 to December 2018) – Managing Director • Barker Henley Australia (July 2016 to December 2018) – Partner • RHTLaw Asia LLP, Singapore (January 2019 to October 2020) – Partner • Niru & Co LLC, Singapore (October 2020 to October 2021) – Director • Lide Legal LLC, Singapore (October 2021 – Present) – Managing Director	
Shareholding interest in the listed issuer and its subsidiaries	Please refer to the "Directors' Interests in Shares and Debentures" section on page 52 of this Annual Report.		
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	• Mr. Ang Hon Nam (father of Mrs. Christina Kong Chwee Huan) • Mr. Ang Kiam Meng (brother of Mrs. Christina Kong Chwee Huan) • Mdm. Tan Yong Chuan, Jacqueline (sister-in-law of Mrs. Christina Kong Chwee Huan)	No	No
Conflict of Interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes

	Mrs. Christina Kong Chwee Huan	**Mr. Richard Tan Kheng Swee**	**Dr. Lim Boh Soon**
Other Principal Commitments* Including Directorships# Past (for the last 5 years) Present	**Past (for the last 5 years)** None **Present** None	**Past (for the last 5 years)** *Listed Companies* • Mirach Energy Limited *Non-Listed Companies* • Barker Henley LLC, Singapore (March 2016 to December 2018) – Managing Director • Barker Henley Australia (July 2016 to December 2018) – Partner • RHTLaw Asia LLP (January 2018 to October 2020) – Partner • Niru & Co LLC (October 2020 to October 2021) – Director • Airguide International Pte. Ltd. - Director **Present** Directorship *Listed Companies* • Sysma Holdings Limited *Non-Listed Companies* • Lide Legal LLC • Lide Consulting Pte. Ltd. • Or De Cocoa Pte. Ltd.	**Past (for the last 5 years)** Directorship *Listed Companies* • AcrossAsia Limited • CSE Global Limited *Non-Listed Companies* • OUE Commercial REIT Management Pte. Ltd. **Present** Directorship *Listed Companies* • OUE Limited • Tomi Environmental Solutions Inc. *Non-Listed Companies* • EpicQuant Pte. Ltd. • TPT Corporation • Arise Asset Management Pte. Ltd. • ASRI Asset Management Pte. Ltd. • TML Fintech Pte. Ltd. • Kairos Asia Outreach

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

	Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
Information Required			
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No
b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	Yes Dr. Lim was a director of AcrossAsia Limited, and bankruptcy proceedings in Indonesia were commenced against AcrossAsia Limited in 2013.

		Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
c)	Whether there is any unsatisfied judgement against him?	No	No	No
d)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No
e)	Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

		Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
f)	Whether at any time during the last 10 years, judgement has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
g)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
h)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

		Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
i)	Whether he has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:– i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	Yes Dr. Lim was a director of AcrossAsia Limited, which was investigated by the Securities and Futures Commission of Hong Kong ("**SFC**") for breaching certain disclosure obligations of the Securities and Futures Ordinance.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE–ELECTION

	Mrs. Christina Kong Chwee Huan	Mr. Richard Tan Kheng Swee	Dr. Lim Boh Soon
iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	Yes Dr. Lim was one of the persons under investigation along with AcrossAsia Limited and three other directors by SFC, in relation to the investigation of AcrossAsia Limited for breaching the Securities and Futures Ordinance. However, upon completion of its investigation, when SFC commenced its proceedings, Dr. Lim was not named as a specified person. Therefore, Dr. Lim was not a party to such proceedings and no findings were made against him. The SFC did not take disciplinary action against him whatsoever nor was he warned or reprimanded by SFC.
k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

JUMBO GROUP LIMITED

Company Registration Number 201503401Z
(Incorporated in Singapore)

IMPORTANT

1. Members who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf.
2. This proxy form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors should approach their Relevant Intermediary as soon as possible to specify voting instructions. SRS investors should approach their respective SRS Operators at least seven working days before the AGM to ensure their votes are submitted.
3. PLEASE READ THE NOTES TO THE PROXY FORM.

PROXY FORM

(Please see notes overleaf before completing this form)

I/We, ____ (name)

of ____ (address)

being a member/members of **JUMBO GROUP LIMITED** (the "**Company**"), hereby appoint:

Name	Proportion of Shareholding to be represented	
	No. of Shares	**%**
Chairman of the AGM		

as my/our proxy, to attend and vote for or against or abstain from voting on the Resolutions to be proposed at the seventh annual general meeting of the Company (the "**AGM**") as indicated hereunder, for me/us and on my/our behalf at the AGM to be held by way of electronic means on Friday, 28 January 2022 at 10.00 a.m. and at any adjournment thereof.

If you wish to exercise all your votes "For" or "Against" a Resolution, please tick [✓] within the "For" or "Against" box provided. Alternatively, please indicate the number of votes "For" or "Against" the relevant Resolution.

If you wish to abstain from voting on a Resolution, please tick [✓] within the "Abstain" box provided. Alternatively, please indicate the number of votes in the "Abstain" box for the relevant Resolution.

No.	Resolutions relating to:	For	Against	Abstain
1.	Directors' Statement and Audited Financial Statements for the financial year ended 30 September 2021			
2.	Re-election of Mrs. Christina Kong Chwee Huan as a Director			
3.	Re-election of Mr. Richard Tan Kheng Swee as a Director			
4.	Re-election of Dr. Lim Boh Soon as a Director			
5.	Directors' fees of up to $240,000 for the financial year ending 30 September 2022			
6.	Re-appointment of Deloitte & Touche LLP as Auditors			
7.	Authority to allot and issue shares - Share Issue Mandate			
8.	Authority to allot and issue shares under the Jumbo Employee Share Option Scheme			
9.	Authority to allot and issue shares under the Jumbo Performance Share Plan			
10.	The Proposed Renewal of the Share Buyback Mandate			

Dated this ________ day of ____________ 2022

Total number of Shares in:	No. of Shares Held
(a) CDP Register	
(b) Register of Members	

____

Signature(s) of Shareholder(s)
or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 (Singapore)), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members of the Company, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members of the Company. If no number is inserted, this proxy form will be deemed to relate to all the shares held by you.

2. **In light of the current COVID−19 measures in Singapore, members will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form may be accessed and downloaded from SGXNET and the Company's website. A printed copy of this proxy form will not be despatched to members. In appointing the Chairman of the AGM as proxy, members must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

3. This proxy form must be submitted to the Company in the following manner:

   (i) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or

   (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at JGLAGM2022@boardroomlimited.com,

   in either case, not less than **72 hours** before the time appointed for holding the AGM.

4. This proxy form must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

5. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.

6. Members who hold their shares through a Relevant Intermediary as defined in Section 181 of the Companies Act 1967 (Singapore) (including SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective Relevant Intermediaries (including their respective SRS approved banks or depository agents) to submit their voting instructions by 5.00 p.m. on 19 January 2022, being seven (7) working days before the date of the AGM.

General:

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

CORPORATE INFORMATION

Board of Directors
Mr. Tan Cher Liang
(Independent Chairman)

Mr. Ang Kiam Meng
(Group CEO and Executive Director)

Mdm. Tan Yong Chuan, Jacqueline
(Executive Director)

Mrs. Christina Kong Chwee Huan
(Executive Director)

Mr. Richard Tan Kheng Swee
(Independent Director)

Dr. Lim Boh Soon
(Independent Director)

Ms. Sim Yu Juan Rachel
(Non-Executive Director)

Audit Committee
Mr. Tan Cher Liang (Chairman)
Mr. Richard Tan Kheng Swee
Dr. Lim Boh Soon

Nominating Committee
Dr. Lim Boh Soon (Chairman)
Mr. Tan Cher Liang
Mr. Richard Tan Kheng Swee
Mr. Ang Kiam Meng

Remuneration Committee
Mr. Richard Tan Kheng Swee (Chairman)
Mr. Tan Cher Liang
Dr. Lim Boh Soon

Investment Committee
Dr. Lim Boh Soon (Chairman)
Mr. Tan Cher Liang
Mr. Richard Tan Kheng Swee
Mr. Ang Kiam Meng

Company Secretary
Ms. Chee Yuen Li, Andrea, LLB (Honours)

Company Registration Number
201503401Z

Registered Office
4 Kaki Bukit Avenue 1
#03-08
Singapore 417939
Tel: +65 6265 8626
Fax: +65 6749 4955
Website: www.jumbogroup.sg

Share Registrar and Share Transfer Office
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Investor Relations
Ms. Wendy Wan
Director, Corporate Affairs and Business Excellence
4 Kaki Bukit Avenue 1
#03-08
Singapore 417939
Tel: +65 6265 8626
Fax: +65 6749 4955
Website: http://investor.jumbogroup.sg/
Email: ir@jumbogroup.com.sg

Auditors
Deloitte & Touche LLP
6 Shenton Way
#33-00 OUE Downtown 2
Singapore 068809

Partner-in-charge: Mr. Ang Chun Hwee Benny
(A member of the Institute of Singapore
Chartered Accountants)
Date of appointment: 17 January 2020

Principal Bankers
DBS Bank Ltd
12 Marina Boulevard
Level 43 DBS Asia Central @MBFC Tower 3
Singapore 018982

United Overseas Bank Limited
80 Raffles Place UOB Plaza Singapore 048624

Sponsor
United Overseas Bank Limited
80 Raffles Place UOB Plaza Singapore 048624

JUMBO GROUP LIMITED
(Company Registration Number 201503401Z)
(Incorporated in the Republic of Singapore)

4 Kaki Bukit Avenue 1, #03-08, Singapore 417939
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